

<DOCUMENT>
 <TYPE>S-4
 <SEQUENCE>1
 <FILENAME>ds4.txt
 <DESCRIPTION>FORM S-4
 <TEXT>
 <PAGE>

As filed with the Securities and Exchange Commission on July 10, 2002
 Registration No. 333-
 Registration No. 333-

=====

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Form S-4
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

CELLCO PARTNERSHIP
 (Exact name of registrant as specified in its charter)

| | | |
|------------------|---------------------|---------------------|
| <TABLE> | <C> | <C> |
| <S> | | |
| Delaware | 4812 | 22-3372889 |
| (State or other | (Primary Standard | (I.R.S. Employer |
| jurisdiction of | Industrial | Identification No.) |
| incorporation or | Classification Code | |
| organization) | Number) | |

VERIZON WIRELESS CAPITAL LLC
 (Exact name of registrant as specified in its charter)

| | | |
|------------------|---------------------------|-------------------------|
| <TABLE> | <C> | <C> |
| <S> | | |
| Delaware | 4812 | 52-2362382 |
| (State or other | (Primary Standard | (I.R.S. |
| jurisdiction of | Industrial Classification | Employer Identification |
| incorporation or | Code Number) | No.) |
| organization) | | |

180 Washington Valley Road
 Bedminster, NJ 07921
 (908) 306-7000

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

Andrew N. Halford
 Chief Financial Officer
 180 Washington Valley Road
 Bedminster, NJ 07921
 (908) 306-7000

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

Copies to:
 Francis J. Morison
 Richard D. Truesdell, Jr.
 Davis Polk & Wardwell
 450 Lexington Avenue
 New York, New York 10017
 (212) 450-4000

Approximate date of commencement of proposed sale to the public: From time
 to time after the effective date of this Registration Statement.

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, 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. _____

CALCULATION OF REGISTRATION FEE

<TABLE>
 <CAPTION>

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee(2) |
|--|-------------------------|---|--|-------------------------------|
| <S> | <C> | <C> | <C> | <C> |
| Floating Rate Exchange Notes Due 2003... | \$1,500,000,000 | 93% | \$1,395,000,000 | \$128,340 |

| | | | | |
|-------------------------------------|-----------------|-----|-----------------|-----------|
| 5.375% Exchange Notes Due 2006..... | \$2,500,000,000 | 90% | \$2,250,000,000 | \$207,000 |
|-------------------------------------|-----------------|-----|-----------------|-----------|

</TABLE>

-
- (1) Estimated solely for the purpose of calculating the amount of the registration fee.
 - (2) Calculated pursuant to Rule 457 under the Securities Act of 1933 based on the market value of the securities to be canceled in the exchange. The average of the bid and asked price of the Floating Rate Notes due 2003 at the close of business on July 5, 2002 was \$930. The average of the bid and asked price of the 5.375% Notes due 2006 at the close of business on July 5, 2002 was \$900.

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 of 1933, as amended or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

=====

<PAGE>

The information in this prospectus is not complete and may be changed. We may not sell 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 and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS (SUBJECT TO COMPLETION)
(Issued July , 2002)

Cellco Partnership
Verizon Wireless Capital LLC
[LOGO OF VERIZON WIRELESS INC.]

Offer to Exchange
Floating Rate Notes due 2003 for
Floating Rate Exchange Notes due 2003
and
5.375% Notes due 2006 for
5.375% Exchange Notes due 2006

Cellco and Verizon Wireless Capital are offering to exchange up to \$1,500,000,000 of new Floating Rate Exchange Notes due 2003 and up to \$2,500,000,000 of new 5.375% Exchange Notes due 2006, which we refer to as the new notes, for up to \$1,500,000,000 of their existing Floating Rate Notes due 2003 and \$2,500,000,000 of their existing 5.375% Notes due 2006, which we refer to as the old notes. 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 the new notes have been registered under the Securities Act, and the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.

The new notes and the old notes are joint and several obligations of Cellco and Verizon Wireless Capital, which co-issued the notes.

To exchange your old notes for new notes:

- . you are required to make the representations described on page 124 to us;
- . you must complete and send the letter of transmittal that accompanies this prospectus to the exchange agent, Wachovia Bank, National Association, by 5:00 p.m., New York time, on , 2002, unless the issuers extend the expiration date; and
- . you should read the section called "The Exchange Offer" for further information on how to exchange your old notes for new notes

Each broker-dealer that receives new notes for its own account pursuant to this exchange offer must acknowledge that it 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 the old notes where such 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 of the exchange offer, they will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution".

See "Risk Factors" beginning on page 9 for a discussion of risk factors that should be considered by you prior to tendering your old notes in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in the exchange offer or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

, 2002

<PAGE>

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with different information. We are not, and the initial purchasers are not, making an offer of these securities in any state where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus.

TABLE OF CONTENTS

<TABLE>
<CAPTION>

| | Page |
|---|------|
| | ---- |
| <S> | <C> |
| Summary..... | 1 |
| Risk Factors..... | 9 |
| Verizon Wireless Organizational Structure..... | 22 |
| Use of Proceeds..... | 23 |
| Capitalization..... | 24 |
| Selected Historical Financial Data..... | 25 |
| Management's Discussion and Analysis of Financial Condition and Results of Operations Business..... | 27 |
| Management..... | 43 |
| Certain Relationships and Related Party Transactions..... | 78 |
| Our Partners..... | 91 |
| Description of Notes..... | 105 |
| The Exchange Offer..... | 106 |
| Material U.S. Federal Tax Considerations of the Exchange Offer..... | 118 |
| Plan of Distribution..... | 125 |
| Legal Matters..... | 125 |
| Experts..... | 126 |
| Change in Accountants..... | 126 |
| Where You Can Find More Information..... | 127 |
| Index to Financial Statements..... | 127 |
| | F-1 |

</TABLE>

In this prospectus "Verizon Wireless", "the partnership", "our company", "we", "us" and "our" refer to Cellco Partnership, which does business as Verizon Wireless, and, unless the context indicates otherwise, its subsidiaries, and references to "the issuers" refer to Cellco Partnership and Verizon Wireless Capital LLC, which will jointly and severally issue the notes. 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.

Until , 2002, all dealers that buy, sell or trade new notes may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

i

<PAGE>

SUMMARY

This summary highlights the more detailed information in this prospectus and you should read the entire prospectus carefully.

THE EXCHANGE OFFER

Securities Offered..... The issuers are offering up to \$1,500,000,000 aggregate principal amount of Floating Rate Exchange Notes due 2003 and up to \$2,500,000,000 aggregate principal amount of 5.375% Exchange Notes due 2006, which have been registered under the Securities Act.

The Exchange Offer..... The issuers are offering to issue the new notes in exchange for a like principal amount of your old notes in order to satisfy our obligations contained in the registration rights agreement entered into when the old notes were sold in transactions exempt from registration with the SEC. For procedures for tendering, see "The

Exchange Offer."

| | |
|--|--|
| Tenders, Expiration Date, Withdrawal..... | The exchange offer will expire at 5:00 p.m. New York City time on _____, 2002 unless it is extended. If you decide to exchange your old notes for new notes, you must acknowledge that you are not engaging in, and do not intend to engage in, a distribution of the new notes. If you decide to tender your old notes in the exchange offer, you may withdraw them at any time prior to _____, 2002. If the issuers decide for any reason not to accept any old notes for exchange, your old notes will be returned to you without expense to you promptly after the exchange offer expires. |
| Federal Income Tax Consequences..... | Your exchange of old notes for new notes in the exchange offer will not result in any income, gain or loss to you for Federal income tax purposes. See "Material United States Federal Income Tax Consequences of the Exchange Offer." |
| Use of Proceeds..... | The issuers will not receive any proceeds from the issuance of the new notes in the exchange offer. |
| Exchange Agent..... | Wachovia Bank, National Association is the exchange agent for the exchange offer. |
| Failure to Tender Your Old Notes..... | If you fail to tender your old notes in the exchange offer, you will not have any further rights under the registration rights agreement, including any right to require the issuers to register your old notes or to pay you additional interest. |

1

<PAGE>

You will be able to resell the new notes without registering them with the SEC if you meet the requirements described below

Based on interpretations by the SEC's staff in no-action letters issued to third parties, the issuers believe that new notes issued in exchange for old notes in the exchange offer may be offered for resale, resold or otherwise transferred by you without registering the new notes under the Securities Act or delivering a prospectus, unless you are a broker-dealer receiving securities for your own account, so long as:

- . you are not an "affiliate", which is defined in Rule 405 of the Securities Act, of either issuer;
- . you acquire the new notes in the ordinary course of your business; and
- . you have no arrangement or understanding with any person to participate, and are not engaged, and do not intend to engage, in a distribution of the new notes.

If you are our affiliate, or you are engaged in, intend to engage in or have any arrangement or understanding with respect to, the distribution of new notes acquired in the exchange offer, you (1) should not rely on our interpretations of the position of the SEC's staff and (2) must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

If you are a broker-dealer and receive new notes for your own account in the exchange offer:

- . you must represent that you do not have any arrangement with us or any of our affiliates to distribute the new notes;
- . you must acknowledge that you will deliver a prospectus in connection with any resale of the new notes you receive from us in the exchange offer; the letter of transmittal states that by so acknowledging and by delivering a prospectus, you will not be deemed to admit that you are an "underwriter" within the meaning of the Securities Act; and
- . you may use this prospectus, as it may be amended or supplemented from time to time, in connection with the resale of new notes received in exchange for old notes acquired by you as a result of market-making or other trading activities.

For a period of 90 days after the expiration of the exchange offer, the issuers will make this prospectus available to any broker-dealer for use in connection with any resale described above.

2

<PAGE>

SUMMARY DESCRIPTION OF THE NOTES

The terms of the new notes and the old notes are identical in all material respects, except that the new notes have been registered under the Securities Act, and the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.

Maturity Date:

| | |
|------------------------|-------------------|
| Floating Rate Notes... | December 17, 2003 |
| 2006 Notes..... | December 15, 2006 |

Interest Payment Dates:

| | |
|------------------------|---|
| Floating Rate Notes... | Each March 17, June 17, September 17 and December 17. |
|------------------------|---|

| | |
|-----------------|-------------------------------|
| 2006 Notes..... | Each June 15 and December 15. |
|-----------------|-------------------------------|

| | |
|--------------------------|---|
| Optional Redemption..... | The issuers may not redeem the floating rate notes at any time prior to maturity. |
|--------------------------|---|

The issuers may redeem any of the 2006 notes at any time at a purchase price equal to 100% of their principal amount plus accrued interest and a "make whole" premium.

| | |
|--------------|--|
| Ranking..... | The notes will rank equally to all of the issuers' other existing and future unsecured and unsubordinated indebtedness, but will effectively be junior to all of their existing and future secured indebtedness, to the extent of the value of the assets securing that indebtedness. The notes will also effectively rank junior to all existing and future liabilities of the issuers' subsidiaries, none of which will guarantee the notes. |
|--------------|--|

| | |
|------------------------|--|
| Certain Covenants..... | The terms of the notes restrict the ability of the issuers and certain of their subsidiaries (as described in "Description of Notes") to create liens on any property that would constitute "principal property" under the indenture and to effect a consolidation or merger. However, these limitations will be subject to a number of important qualifications and exceptions. |
|------------------------|--|

| | |
|-------------------|---|
| Non-Recourse..... | You will not have any recourse as a holder of the notes to any of the existing or future partners in the partnership. |
|-------------------|---|

3

<PAGE>

VERIZON WIRELESS

General

We are the leading wireless communications provider in the United States in terms of the number of subscribers, revenues and operating cash flow and offer wireless voice and data services across the most extensive network in the United States:

- . We have the largest subscriber base in the United States, with 29.6 million subscribers as of March 31, 2002, of which approximately 24 million were digital subscribers;
- . we have FCC licenses to offer our services in areas where approximately 250 million people reside;
- . our network provides service in, or covers, areas where approximately 89% of the population in our licensed areas, or 223 million people, reside and in 49 of the 50 and 97 of the 100 most populated U.S. metropolitan areas;
- . our network provides digital coverage in areas where approximately 210 million people reside, including in almost every major U.S. city;
- . we had revenues of \$17.4 billion for the year ended December 31, 2001 and revenues of \$4.4 billion for the three months ended March 31, 2002; and
- . we had net income of \$1.3 billion for the year ended December 31, 2001 and net income of \$0.5 billion for the three months ended March 31, 2002.

Our broad network coverage, digital technology, widespread distribution channels and operating and financial strength position us to take advantage of the growing demand for wireless voice and data services.

We believe that the breadth and quality of our network, including our digital technology, is a significant competitive advantage. Our extensive

Explore Litigation Insights

Docket Alarm provides insights to develop a more informed litigation strategy and the peace of mind of knowing you're on top of things.

Real-Time Litigation Alerts



Keep your litigation team up-to-date with **real-time alerts** and advanced team management tools built for the enterprise, all while greatly reducing PACER spend.

Our comprehensive service means we can handle Federal, State, and Administrative courts across the country.

Advanced Docket Research



With over 230 million records, Docket Alarm's cloud-native docket research platform finds what other services can't. Coverage includes Federal, State, plus PTAB, TTAB, ITC and NLRB decisions, all in one place.

Identify arguments that have been successful in the past with full text, pinpoint searching. Link to case law cited within any court document via Fastcase.

Analytics At Your Fingertips



Learn what happened the last time a particular judge, opposing counsel or company faced cases similar to yours.

Advanced out-of-the-box PTAB and TTAB analytics are always at your fingertips.

API

Docket Alarm offers a powerful API (application programming interface) to developers that want to integrate case filings into their apps.

LAW FIRMS

Build custom dashboards for your attorneys and clients with live data direct from the court.

Automate many repetitive legal tasks like conflict checks, document management, and marketing.

FINANCIAL INSTITUTIONS

Litigation and bankruptcy checks for companies and debtors.

E-DISCOVERY AND LEGAL VENDORS

Sync your system to PACER to automate legal marketing.