

ROGERS COMMUNICATIONS INC
Form F-9/A
November 30, 2009

As filed with the Securities and Exchange Commission on November 30, 2009

Registration No. 333-163265

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

Amendment No. 1
to
FORM F-9
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Rogers Cable Communications Inc. Rogers Communications Inc. Rogers Wireless Partnership
(Exact name of Registrant as specified in its charter)

Ontario British Columbia Ontario
(Province or other jurisdiction of incorporation or organization)

4841 4841 4812
(Primary Standard Industrial Classification Code Number)

Not Applicable
(I.R.S. Employer Identification Number)

333 Bloor Street East, 10th Floor
Toronto, Ontario M4W 1G9
(416) 935-7777
(Address and telephone number of Registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8400
(Name, address, and telephone number of agent for service in the United States)

Copies to:

Erik R. Tavzel, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475

David Wilson, Esq.
Davies Ward Phillips & Vineberg LLP
44th Floor
1 First Canadian Place
Toronto, Ontario M5X 1B1

Approximate date of commencement of proposed sale of the securities to the public:

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From time to time after the effective date of this registration statement.

Province of Ontario, Canada

(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box):

A. upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).

B. at some future date (check appropriate box below):

1. pursuant to Rule 467(b) on _____ at _____ (designate a time not sooner than 7 calendar days after filing).

2. pursuant to Rule 467(b) on _____ at _____ (designate a time 7 calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on _____.

3. pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.

4. after the filing of the next amendment to this form (if preliminary material is being filed).

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box:

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registration statement shall become effective as provided in Rule 467 under the Securities Act or on such date as the Commission, acting pursuant to Section 8(a) of the Securities Act, may determine.

PART I

INFORMATION REQUIRED TO BE DELIVERED
TO OFFEREES OR PURCHASERS

I-1

SHORT FORM BASE SHELF PROSPECTUS

New Issue

November 30, 2009

ROGERS COMMUNICATIONS INC.

US\$4,000,000,000

Debt Securities

We may offer from time to time, during the 25-month period that this prospectus, including any amendments hereto, remains valid, debt securities in an aggregate amount not to exceed US\$4,000,000,000 (or its equivalent in any other currency used to denominate the debt securities at the time of offering). These debt securities may consist of debentures, notes or other types of debt and may be issuable in one or more series. The basis for calculating the dollar value of debt securities distributed under this prospectus will be the aggregate principal amount of debt securities that we issue except in the case of any debt securities that are issued at an original issue discount, the dollar value of which will be calculated on the basis of the gross proceeds that we receive.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE OR PROVINCIAL SECURITIES REGULATOR HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Under the multijurisdictional disclosure system adopted by the U.S. Securities and Exchange Commission, we are permitted to prepare this prospectus in accordance with Canadian disclosure requirements, which are different from those of the United States. We prepare our financial statements in accordance with Canadian generally accepted accounting principles, and they are subject to Canadian auditing and auditor independence standards. They may not be comparable to financial statements of U.S. companies.

Owning the debt securities may subject you to tax consequences both in the United States and Canada. You should read the tax discussion, if any, in any applicable prospectus supplement. This prospectus or any applicable prospectus supplement may not describe tax considerations that may be relevant to you.

Your ability to enforce civil liabilities under the U.S. federal securities laws may be affected adversely because we are organized under the laws of British Columbia, Canada, most of our directors, substantially all of our officers and most of the experts named in this prospectus are Canadian residents, and substantially all of our assets are located outside the United States.

The debt securities offered hereby have not been qualified for sale under the securities laws of any province or territory of Canada (other than the Province of Ontario) and, unless otherwise provided in the prospectus supplement relating to a particular issue of debt securities, will not be offered or sold, directly or indirectly, in Canada or to any resident of Canada except in the Province of Ontario.

The debt securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions and other factors. We will provide the specific terms of any debt securities we offer in one or more prospectus supplements which will accompany this prospectus. You should read this prospectus and any applicable prospectus supplement carefully before you invest. This prospectus may not be used to offer debt securities unless accompanied by a prospectus supplement.

We may sell debt securities to or through underwriters or dealers purchasing as principals, and may also sell debt securities to one or more purchasers directly or through agents. The prospectus supplement relating to a particular issue of debt securities will identify each underwriter, dealer or agent engaged by us in connection with the offering and sale of that issue, and will set forth the terms of the offering of such issue, including, to the extent applicable, the proceeds to be received by us and any fees or any other compensation payable to underwriters, dealers or agents. In connection with any offering of debt securities, the underwriters or agents may over-allot or effect transactions which stabilize or maintain the market price of the debt securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

I-2

Unless otherwise specified in the applicable prospectus supplement, each issue of debt securities will be a new issue of debt securities with no established trading market. The debt securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, debt securities may be offered at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at prices to be negotiated with purchasers. The price at which the debt securities will be offered and sold may vary from purchaser to purchaser and during the distribution period.

Our head office is located at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9 and our registered office is located at 1075 W. Georgia Street, Suite 2100, Vancouver, British Columbia, V6E 3G2.

I-3

TABLE OF CONTENTS

	Page
<u>ABOUT THIS PROSPECTUS</u>	<u>1</u>
<u>DOCUMENTS INCORPORATED BY REFERENCE</u>	<u>1</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>3</u>
<u>FORWARD-LOOKING INFORMATION</u>	<u>3</u>
<u>ROGERS COMMUNICATIONS INC.</u>	<u>4</u>
<u>CONSOLIDATED CAPITALIZATION</u>	<u>5</u>
<u>USE OF PROCEEDS</u>	<u>6</u>
<u>PLAN OF DISTRIBUTION</u>	<u>6</u>
<u>DESCRIPTION OF DEBT SECURITIES</u>	<u>7</u>
<u>TRADING PRICE AND VOLUME OF COMMON SHARES</u>	<u>17</u>
<u>EARNINGS COVERAGE</u>	<u>18</u>
<u>RISK FACTORS</u>	<u>18</u>
<u>ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES</u>	<u>18</u>
<u>CERTAIN INCOME TAX CONSIDERATIONS</u>	<u>19</u>
<u>LEGAL MATTERS</u>	<u>19</u>
<u>EXPERTS</u>	<u>19</u>
<u>DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT</u>	<u>19</u>

ABOUT THIS PROSPECTUS

You should rely only on the information contained in or incorporated by reference into this prospectus or any applicable prospectus supplement and on other information included in the registration statement of which this prospectus forms a part. References to this “prospectus” include documents incorporated by reference herein. We have not authorized anyone to provide you with information that is different. The information in or incorporated by reference into this prospectus is current only as of the date of the applicable prospectus supplement. We are not making an offer of these debt securities in any jurisdiction where the offer is not permitted by law.

Except as set forth under “Description of Debt Securities” or unless the context otherwise requires, in this prospectus (excluding the documents incorporated by reference herein) the terms “RCI”, “Company”, “we”, “us” and “our” refer to Rogers Communications Inc. and its subsidiaries, references to Canadian dollars, “Cdn\$” and “\$” are to the currency of Canada and references to U.S. dollars or “US\$” are to the currency of the United States. Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles in Canada (“Canadian GAAP”) and are stated in Canadian dollars.

All information permitted under applicable laws to be omitted from this prospectus will be contained in one or more prospectus supplements that will be delivered to purchasers together with this prospectus. Each prospectus supplement will be incorporated by reference into this prospectus for the purposes of securities legislation as of the date of the prospectus supplement and only for the purposes of the distribution of those debt securities to which the prospectus supplement pertains. We have filed an undertaking with the Ontario Securities Commission that we will not distribute under this prospectus specified derivatives or asset-backed securities that, at the time of distribution, are novel without

pre-clearing with the Ontario Securities Commission the disclosure to be contained in the prospectus supplement pertaining to the distribution of such securities.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed by us with the Ontario Securities Commission under the Securities Act (Ontario) and filed with or furnished to the U.S. Securities and Exchange Commission (the "SEC") under the United States Securities Exchange Act of 1934, as amended, are specifically incorporated by reference into, and form an integral part of, this prospectus:

1. our annual information form for the year ended December 31, 2008, dated February 27, 2009;
2. our audited consolidated financial statements as at and for the years ended December 31, 2008 and 2007, together with the report of the auditors' thereon, and our management's discussion and analysis in respect of those statements;

Table of Contents

3. our management information circular dated March 20, 2009 in connection with our annual meeting of shareholders held on April 29, 2009;
4. our unaudited interim consolidated financial statements as at September 30, 2009 and for the three and nine months ended September 30, 2009 and 2008 and our management's discussion and analysis in respect of those statements;
5. our material change report filed April 2, 2009 relating to the appointment of Nadir Mohamed as President and Chief Executive Officer of RCI;
6. our material change report filed May 21, 2009 relating to the acceptance by the Toronto Stock Exchange of a notice filed by us of our intention to amend our current normal course issuer bid for our Class B Non-Voting shares;
7. our material change report dated May 27, 2009 relating to the pricing of \$1,000,000,000 principal amount of our 5.80% Senior Notes due 2016; and
8. our material change report dated November 5, 2009 relating to the pricing of \$500,000,000 principal amount of our 5.38% Senior Notes due 2019 and the pricing of \$500,000,000 principal amount of our 6.68% Senior Notes due 2039.

Any documents of the types referred to above (excluding confidential material change reports), business acquisition reports and updated earnings coverage ratio information filed by us with the Ontario Securities Commission after the date of this short form prospectus and prior to 25 months from the date hereof shall be deemed to be incorporated by reference into this prospectus. In addition, any such documents which are filed with or furnished to the SEC by us in our periodic reports on Form 6-K or annual report on Form 40-F after the date of this prospectus shall be deemed to be incorporated by reference into this prospectus and the registration statement of which this prospectus forms a part if and to the extent expressly provided in such report.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this prospectus to the extent that a statement contained herein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this prospectus except as so modified or superseded.

Upon a new annual information form and the related annual audited comparative financial statements and accompanying management's discussion and analysis being filed with, and where required, accepted by, the Ontario Securities Commission during the currency of this prospectus, the previous annual information form, the previous annual audited comparative financial statements and accompanying management's discussion and analysis and all interim financial statements and accompanying management's discussion and analysis, material change reports, information circulars and business acquisition reports filed prior to the commencement of the then current fiscal year will be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of debt

securities hereunder. Upon interim financial statements and accompanying management's discussion and analysis being filed by us with and, where required, accepted by, the Ontario Securities Commission during the currency of this prospectus, all interim financial statements and accompanying management's discussion and analysis filed prior to the new interim consolidated financial statements shall be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of debt securities hereunder.

A prospectus supplement containing the specific terms of an offering of the debt securities and updated disclosure of earnings coverage ratios, if applicable, will be delivered to purchasers of such debt securities together with this prospectus and will be deemed to be incorporated into this prospectus as of the date of such prospectus supplement but only for purposes of the offering of debt securities covered by that prospectus supplement.

Information has been incorporated by reference in this prospectus from documents filed with the Ontario Securities Commission. Copies of the documents incorporated herein by reference may be obtained on request without charge from our Corporate Secretary, Rogers Communications Inc., at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9, Tel: 416-935-7777. These documents may also be obtained over the Internet at the Canadian Securities Administrators' website at www.sedar.com.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), a registration statement on Form F-9 relating to the debt securities and of which this prospectus forms a part. This prospectus does not contain all of the information contained in the registration statement, to which reference is made for further information.

In addition to our continuous disclosure obligations under the securities laws of the provinces of Canada, we are subject to the informational requirements of the United States Securities Exchange Act of 1934, as amended, and, in accordance therewith, file or furnish reports and other information with or to the SEC. Our recent SEC filings may be obtained over the Internet at the SEC’s website at www.sec.gov. You may also read and copy any document we file or furnish with or to the SEC at the public reference facilities maintained by the SEC at 100 F Street N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operations of the public reference facilities and copying charges. Copies of reports and other information concerning us may be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

FORWARD-LOOKING INFORMATION

This prospectus (including the documents incorporated by reference herein) includes “forward-looking information”, within the meaning of applicable Canadian securities laws, and “forward-looking statements”, within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively referred to herein as “forward-looking information” or “forward-looking statements”), and assumptions concerning, among other things, the future performance of our business, operations and financial targets, performance and condition. This forward-looking information and these assumptions include, but are not limited to, statements with respect to our objectives and strategies to achieve those objectives, as well as statements with respect to our beliefs, plans, targets, expectations, anticipations, estimates or intentions. This forward-looking information also includes, but is not limited to, guidance and forecasts relating to revenue, operating profit, property, plant and equipment expenditures, free cash flow, expected growth in subscribers and the services to which they subscribe, the cost of acquiring subscribers, the deployment of new services, integration costs, and all other statements that are not historical facts. The words “could”, “expect”, “may”, “anticipate”, “assume”, “believe”, “intend”, “estimate”, “plan”, “project”, “guidance” and similar expressions are intended to identify statements containing forward-looking information, although not all forward-looking statements include such words. Forward-looking information is based on current objectives, strategies, expectations and assumptions that we believe to be reasonable at the time, including, but not limited to, general economic and industry growth rates, currency exchange rates, product pricing levels and competitive intensity, subscriber growth and usage rates, changes in government regulation, technology deployment, device availability, the timing of new product launches, content and equipment costs, the integration of acquisitions, and industry structure and stability. Except as otherwise indicated, forward-looking information in this prospectus does not reflect the potential impact of any non-recurring or other special items or of any dispositions, monetizations, mergers, acquisitions, other business combinations or other transactions that may be considered or announced or may occur after the date the statement containing the forward-looking information is made.

We caution that all forward-looking information, including any statement regarding targets or our current intentions, is inherently subject to change and uncertainty and that actual results may differ materially from the assumptions, estimates or expectations reflected in the forward-looking information. A number of factors could cause our actual results to differ materially from those in the forward-looking information or could cause our current objectives and strategies to change, including, but not limited to:

- economic conditions,
- technological change,
- the integration of acquisitions,
- unanticipated changes in content or equipment costs,
- changing conditions in the entertainment, information and communications industries,
- regulatory changes,
- litigation and tax matters,
- the level of competitive intensity, and
- the emergence of new opportunities.

Many of these factors are beyond our control and current expectation or knowledge. Therefore, should one or more of the above risks materialize, should our objectives or strategies change, or should any other factors underlying the forward-looking information prove incorrect, our actual results and our plans and targets may vary significantly from what we currently foresee. Accordingly, we warn investors to exercise caution when considering any statements containing forward-looking information and that it would be unreasonable to rely on such statements as creating any legal rights regarding our future results or plans. We are under no obligation (and expressly disclaim any such obligation) to update or alter statements containing forward-looking information or assumptions whether as a result of new information, future events or otherwise, except as required by law. Before making any investment decision in respect of the debt securities and for a detailed discussion of the risks, uncertainties and environment associated with our business, operations and financial performance and condition, fully review the disclosure incorporated by reference into and included in this prospectus, including the risks referenced in the “Risk Factors” section in this prospectus.

Table of Contents

ROGERS COMMUNICATIONS INC.

We are a diversified public Canadian communications and media company. We are engaged in wireless voice and data communications services through Rogers Wireless, Canada's largest wireless provider. Rogers Cable is one of Canada's largest providers of cable television services as well as high-speed Internet access, telephony services and video retailing. Rogers Media Inc. ("Rogers Media") is engaged in radio and television broadcasting, televised shopping, magazines and trade publications, and sports entertainment.

Rogers Wireless

We are the largest Canadian wireless communications service provider, serving approximately 8.4 million retail voice and data subscribers as at September 30, 2009. We are a facilities-based carrier operating our wireless networks over a broad, national coverage area, much of which is interconnected by our own fibre-optic and microwave transmission infrastructure. Subscribers to our wireless services have access to these services across the U.S. through roaming agreements with various wireless operators. Our subscribers also have access to wireless voice and data service internationally through roaming agreements with other GSM wireless providers.

Rogers Cable

We are one of Canada's largest providers of cable television services as well as high-speed Internet access, telephony services and video retailing. We provide this diverse range of services through our highly-clustered and technologically advanced broadband networks in Ontario, New Brunswick and Newfoundland and Labrador. Our Cable business is comprised of three segments. Through our Cable Operations segment we provide basic and digital cable services as well as high-speed Internet service to residential subscribers. We also offer local telephone and long-distance services to residential customers with both voice-over-cable and circuit-switched technologies. Through our Rogers Business Solutions segment, we offer local and long-distance telephone, enhanced voice and data services, and IP access to Canadian businesses and governments, as well as making most of these offerings available on a wholesale basis to other telecommunications providers. Our Rogers Retail segment operates a retail distribution chain that offers Rogers branded home entertainment and wireless products and services. In our Rogers Retail segment, we also offer digital video disc and video game sales and rentals through Canada's second largest chain of video rental stores.

Rogers Media

Rogers Media operates our radio and television broadcasting business, our consumer and trade publishing operations, our televised home shopping service and Rogers Sports Entertainment, which owns the Toronto Blue Jays and Rogers Centre. The Broadcasting group at Rogers Media comprises 54 radio stations across Canada, a number of Canadian conventional and specialty television services and Canada's only nationally televised shopping service. This Broadcasting group also holds a 50% interest in a mobile production and distribution joint venture. Rogers Media's Publishing group publishes approximately 70 consumer magazines and trade and professional publications and directories in Canada.

Table of Contents

CONSOLIDATED CAPITALIZATION

The following table summarizes our consolidated cash and cash equivalents and our consolidated capitalization as at September 30, 2009, on an actual basis and as adjusted to give effect to (i) the issuance on November 4, 2009 of the 5.38% Senior Notes due 2019 (the “2019 Notes”) and the 6.68% Senior Notes due 2039 (the “2039 Notes”) and (ii) the intended redemption on December 15, 2009 of all of our outstanding 8.00% Senior Subordinated Notes due 2012. This table should be read together with our audited consolidated financial statements and the related notes thereto for the years ended December 31, 2008 and 2007 and our unaudited interim consolidated financial statements and the related notes thereto as at September 30, 2009 and for the three and nine months ended September 30, 2009 and 2008, each of which is incorporated by reference into this prospectus. For the purposes of this table, all U.S. dollar amounts have been translated into Canadian dollars based on the noon rate of exchange as reported by the Bank of Canada on September 30, 2009 of US\$1.00 = \$1.0722.

	September 30, 2009	
	Actual	As Adjusted
	(In millions of Canadian dollars)	
Cash and cash equivalents	\$ 168	\$ 724
Long-term debt (including current portion):		
Bank credit facility(1)	\$ —	\$ —
Outstanding Senior Public Debt:(2)(3)		
9.625% Senior Notes Due 2011	525	525
7.625% Senior Notes Due 2011		