

SK TELECOM CO LTD

Form 20-F

June 30, 2011

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As filed with the Securities and Exchange Commission on June 30, 2011

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

Form 20-F

(Mark One)

- o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
OR
- p ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2010
OR
- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
OR
- o SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report
For the transition period from to

Commission file number 1-14418

SK Telecom Co., Ltd.

(Exact name of Registrant as specified in its charter)

SK Telecom Co., Ltd.

(Translation of Registrant's name into English)

The Republic of Korea

(Jurisdiction of incorporation or organization)

SK T-Tower

11, Euljiro 2-Ga, Jung-gu, Seoul, Korea

(Address of principal executive offices)

Mr. Won Tuh Chung

11, Euljiro 2-Ga, Jung-gu, Seoul, Korea

Telephone No.: 82-2-6100-2114

Facsimile No.: 82-2-6100-7830

(Name, telephone, email and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of Each Class	Name of Each Exchange on Which Registered
American Depositary Shares, each representing one-ninth of one share of Common Stock	New York Stock Exchange
Common Stock, par value ₩500 per share	New York Stock Exchange*

* Not for trading, but only in connection with the registration of the American Depositary Shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

71,094,999 shares of common stock, par value ₩500 per share (not including 9,650,712 shares of common stock held by the company as treasury shares)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes** ☒ **No** ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. **Yes** ☐ **No** ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes** ☒ **No** ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). **Yes** ☐ **No** ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ **Accelerated filer** ☐ **Non-accelerated filer** ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐ **IFRS** ☐ **Other** ☒

Indicate by check mark which financial statement item the registrant has elected to follow. **Item 17** ☐ **Item 18** ☒

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes** ☐ **No** ☒

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CERTAIN DEFINED TERMS AND CONVENTIONS USED IN THIS REPORT

All references to Korea contained in this report shall mean The Republic of Korea. All references to the Government shall mean the government of The Republic of Korea. All references to we, us, our or the Company shall mean SK Telecom Co., Ltd. and, unless the context otherwise requires, its consolidated subsidiaries. References to SK Telecom shall mean SK Telecom Co., Ltd., but shall not include its consolidated subsidiaries. All references to U.S. shall mean the United States of America.

All references to KHz contained in this report shall mean kilohertz, a unit of frequency denoting one thousand cycles per second, used to measure band and bandwidth. All references to MHz shall mean megahertz, a unit of frequency denoting one million cycles per second. All references to GHz shall mean gigahertz, a unit of frequency denoting one billion cycles per second. All references to Kbps shall mean one thousand binary digits, or bits, of information per second. All references to Mbps shall mean one million bits of information per second. Any discrepancies in any table between totals and the sums of the amounts listed are due to rounding.

In this report, we refer to the latest generation technologies as 3G technology, 3.5G technology and 4G technology. Second generation, or 2G, technology was designed primarily with voice communications in mind. On the other hand, 3G and 3.5G technologies are designed to transfer both voice data and non-voice, or multimedia, data, generally at faster transmission speeds than was previously possible. 4G technology is designed to transfer both voice data and non-voice data at faster transmission speeds than 3G or 3.5G technology.

All references to Won, (Won) or W in this report are to the currency of Korea, all references to Dollars, \$ or U to the currency of the United States of America and all references to Yen or ¥ are to the currency of Japan.

Pursuant to an amendment to the Government Organization Act, effective as of February 29, 2008, the Ministry of Information and Communication, or MIC, has become the Ministry of Knowledge Economy and functions formerly performed by the MIC are now performed separately by the Ministry of Knowledge Economy, the Ministry of Culture, Sports and Tourism, the Ministry of Public Administration and Security, and, particularly, the Korea Communications Commission, or the KCC. In this report, we refer to the MIC as the relevant governmental authority in connection with any approval granted or action taken by the MIC prior to such amendment to the Government Organization Act and to such other relevant governmental authority in connection with any approval granted or action taken by such other relevant governmental authority subsequent to such amendment.

Unless otherwise indicated, all financial information in this report is presented in accordance with Korean generally accepted accounting principles (Korean GAAP).

Unless otherwise indicated, translations of Won amounts into Dollars in this report were made at the noon buying rate in The City of New York for cable transfers in Won per US\$1.00 as certified for customs purposes by the Federal Reserve Bank of New York (the noon buying rate) in effect on December 31, 2010, which was Won 1,130.6 to US\$1.00. On June 24, 2011, the noon buying rate was Won 1,078.7 to US\$1.00. See Item 3.A. Selected Financial Data Exchange Rates.

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements, as defined in Section 27A of the U.S. Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act, that are based on our current expectations, assumptions, estimates and projections about our company

and our industry. The forward-looking statements are subject to various risks and uncertainties. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as anticipate , believe , considering , depends , estimate , expect , intend , plan , planning , planned , project and similar expressions. Events, actions or results may , might , should or could occur, be taken or be achieved.

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Forward-looking statements in this annual report include, but are not limited to, statements about the following:

our ability to anticipate and respond to various competitive factors affecting the wireless telecommunications industry, including new services that may be introduced, changes in consumer preferences, economic conditions and discount pricing strategies by competitors;

our implementation of high-speed downlink packet access, or HSDPA, technology, high-speed uplink packet access, or HSUPA, technology, evolved high-speed uplink packet access, or HSPA+, technology, wireless broadband Internet, or WiBro, technology and long term evolution, or LTE, technology;

our plans for capital expenditures in 2011 for a range of projects, including investments in our backbone networks, investments to improve our WCDMA network-based products and services, investments to build our LTE network, investments in our wireless Internet-related and convergence businesses and funding for mid- to long-term research and development projects, as well as other initiatives, primarily related to our ongoing businesses and in the ordinary course;

our efforts to make significant investments to build, develop and broaden our businesses, including developing and providing wireless data, multimedia, mobile commerce and Internet services;

our ability to comply with governmental rules and regulations, including the regulations of the KCC related to telecommunications providers, rules related to our status as a market-dominating business entity under the Korean Monopoly Regulation and Fair Trade Act, or the Fair Trade Act, and the effectiveness of steps we have taken to comply with such regulations;

our ability to manage effectively our bandwidth and to implement timely and efficiently new bandwidth-efficient technologies;

our expectations and estimates related to interconnection fees, tariffs charged by our competitors, regulatory fees, operating costs and expenditures, working capital requirements, principal repayment obligations with respect to long-term borrowings, bonds and obligations under capital leases, and research and development expenditures and other financial estimates;

the success of our various joint ventures and investments in other telecommunications service providers;

our ability to successfully manage our acquisition in 2008 and 2009 of a majority stake in SK Broadband Co., Ltd., a fixed-line telecommunications operator and broadband Internet service provider;

our ability to successfully manage our acquisition in 2009 of the leased-line business of SK Networks Co., Ltd., which provides a substantial portion of the transmission lines we use;

our ability to successfully manage our investment in Packet One Networks (Malaysia) Sdn. Bhd., a Malaysian wireless broadband company;

our ability to successfully attract and retain subscribers under the KCC's new guideline on the marketing expenses of the telecommunication service providers; and

the growth of the telecommunications industry in Korea and other markets in which we do business and the effect that economic, political or social conditions have on our number of subscribers, call volumes and results

of operations.

We caution you that reliance on any forward-looking statement involves risks and uncertainties, and that although we believe that the assumptions on which our forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and, as a result, the forward-looking statements based on those assumptions could be incorrect. Risks and uncertainties associated with our business include, but are not limited to, risks related to changes in the regulatory environment, technology changes, potential litigation and governmental actions, changes in the competitive environment, political changes, foreign exchange currency risks, foreign ownership limitations, credit risks and other risks and uncertainties that are more fully described under the heading **Item 3. Key Information Risk Factors** and elsewhere in this report. In light of these and other uncertainties, you should not conclude that we will necessarily achieve any plans and objectives or projected financial results referred to in any of the forward-looking statements. We do not undertake to release the results of any revisions of these forward-looking statements to reflect future events or circumstances.

Table of Contents**PART I****Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS****Item 1.A. Directors and Senior Management**

Not applicable.

Item 1.B. Advisers

Not applicable.

Item 1.C. Auditor

Not applicable.

Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

Item 3. KEY INFORMATION**Item 3.A. Selected Financial Data**

You should read the selected consolidated financial and operating data below in conjunction with the consolidated financial statements and the related notes included elsewhere in this report. The selected consolidated financial data for the five years ended December 31, 2010 is derived from our audited consolidated financial statements and related notes thereto.

Our consolidated financial statements are prepared in accordance with Korean GAAP, which differs in certain respects from U.S. GAAP. For more detailed information you should refer to notes 32 and 33 of the notes to our audited consolidated financial statements included in this annual report.

As of or for the Year Ended December 31,												
2006		2007		2008		2009		2010		2010*		
(In billions of Won and millions of dollars, except per share and percentage data)												
COME												
STATEMENT												
TA												
rean GAAP:												
erating Revenue(1)	₩	10,979.6(2)	₩	11,821.5(2)	₩	13,951.0(2)	₩	14,512.3(2)	₩	15,435.4	\$	13,652
erating Expenses		8,356.2(2)		9,711.3(2)		12,190.7(2)		12,631.1(2)		13,493.1		11,934
erating Income		2,623.4(2)		2,110.2(2)		1,760.3(2)		1,881.2(2)		1,942.3		1,717
ome from		2,026.6(2)		2,284.5(2)		1,277.5(2)		1,405.8(2)		1,673.7		1,480
ntinuing Operation												

COME
ATEMENT
TA

rean GAAP:

erating Revenue(1) ₩ 10,979.6(2) ₩ 11,821.5(2) ₩ 13,951.0(2) ₩ 14,512.3(2) ₩ 15,435.4 \$ 13,652
 erating Expenses 8,356.2(2) 9,711.3(2) 12,190.7(2) 12,631.1(2) 13,493.1 11,934
 erating Income 2,623.4(2) 2,110.2(2) 1,760.3(2) 1,881.2(2) 1,942.3 1,717
 ume from 2,026.6(2) 2,284.5(2) 1,277.5(2) 1,405.8(2) 1,673.7 1,480
 ntinuing Operation

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ore Income Tax								
Income(3)	1,449.6	1,562.3	972.3	1,055.6	1,297.2	1,147.2		
Income per Share	19,801	22,696	16,707	17,239	19,177	16,900		
uted Net Income								
Share	19,523	22,375	16,559	17,046	18,888	16,700		
idends Declared								
Share	8,000	9,400	9,400	9,400	9,400	8,000		
ighted Average								
umber of Shares	73,305,026	72,650,909	72,765,557	72,346,763	71,942,387	71,942,387		
U.S. GAAP:								
erating Revenue	₩ 10,529.4	₩ 11,192.0	₩ 11,132.5	₩ 12,619.9	₩ 14,173.8	\$ 12,536.0		
erating Expenses	7,705.8	9,123.9	9,380.1	10,745.5	12,359.4	10,931.0		
erating Income	2,823.6	2,068.1	1,752.4	1,874.4	1,814.4	1,604.0		
Income(4)	1,876.4	1,451.1	951.7	1,356.7	1,396.6	1,235.0		
Income per Share								
tributable to SK								
ecom(4)(5)	25,624	20,720	14,744	20,453	21,199	18,700		
uted Net Income								
Share attributable								
SK Telecom(4)(5)	25,207	20,379	14,606	20,145	20,841	18,400		

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As of or for the Year Ended December 31,
2006 2007 2008 2009 2010 2010*
(In billions of Won and millions of dollars, except per share and percentage data)

**BALANCE SHEET
DATA**

Korean GAAP:

Working Capital(6)	₩	1,455.5	₩	1,796.2	₩	793.6	₩	1,475.7	₩	1,057.7	\$	935.5
Property and Equipment, Net		4,507.3		4,969.4		7,437.7		8,165.9		7,864.6		6,956.1
Total Assets		16,240.0		19,048.9		22,473.7		23,206.3		22,651.7		20,035.1
Non-current Liabilities(7)		3,548.5		4,344.4		6,020.4		5,966.7		4,257.8		3,766.0
Capital Stock		44.6		44.6		44.6		44.6		44.6		39.5
Total Shareholders' Equity		9,483.1		11,687.6		11,824.4		12,344.6		12,478.6		11,037.2

U.S. GAAP:

Working Capital	₩	1,286.2	₩	1,751.1	₩	738.0	₩	1,815.6	₩	1,078.6	\$	954.0
Total Assets(4)		17,909.4		20,173.6		21,239.2		25,788.3		25,298.7		22,376.4
Total Shareholders' Equity(4)		10,718.4		12,897.6		12,562.0		14,260.8		14,572.7		12,889.4