

ROGERS COMMUNICATIONS INC
Form F-9/A
December 22, 2011
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As filed with the Securities and Exchange Commission on December 22, 2011

Registration No. 333-178511

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

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

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) 894-8940
(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

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

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

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).
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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 of 1933, as amended, or on such date as the Commission, acting pursuant to Section 8(a) of the Act, may determine.

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PART I
INFORMATION REQUIRED TO BE DELIVERED
TO OFFEREES OR PURCHASERS

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SHORT FORM BASE SHELF PROSPECTUS

New Issue

December 22, 2011

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.

This offering is made by a foreign issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this prospectus in accordance with the disclosure requirements of its home country. Prospective investors should be aware that such requirements are different from those of the United States. The financial statements included or incorporated herein, if any, have been prepared in accordance with foreign generally accepted accounting principles, and may be subject to foreign auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.

Prospective investors should be aware that the acquisition of the securities described herein may have tax consequences both in the United States and Canada. Such consequences for investors who are resident in, or citizens of, the United States are not described herein and may not be fully described in any applicable prospectus supplement.

The enforcement by investors of civil liabilities under the United States federal securities laws may be affected adversely by the fact that we are incorporated or organized under the laws of a foreign country, that some or all of our officers and directors may be residents of a foreign country, that some or all of the underwriters or experts named in the registration statement may be residents of a foreign country and that all or a substantial portion of our assets and said persons may be located outside the United States.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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.

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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 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 levels other than those that otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

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. There is currently no market through which the debt securities may be sold and purchasers may not be able to resell the debt securities purchased under this prospectus. This may affect the pricing of the debt securities in the secondary market, the transparency and availability of trading prices, the liquidity of the debt securities, and the extent of issuer regulation. See “Risks Related to the Notes” in the applicable prospectus supplement.

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 550 Burrard Street, Suite 2900, Vancouver, British Columbia, V6C 0A3.

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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. 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 “Cdn\$” and “\$” are to Canadian dollars, and references to “U.S. dollars” or “US\$” are to United States 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.

We have prepared our audited consolidated financial statements as at and for the years ended December 31, 2010 and 2009 in accordance with generally accepted accounting principles in Canada (“Canadian GAAP”), which were in effect at the date of such financial statements. On January 1, 2011, we commenced reporting under Canadian GAAP as revised to incorporate International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”). As a result, our unaudited interim consolidated financial statements as at September 30, 2011 and for the three and nine months ended September 30, 2011 and 2010 have been prepared in accordance with IFRS. The presentation and disclosure of financial information under Canadian GAAP as in effect prior to January 1, 2011 and IFRS may be materially different. A description of the material differences between these two bases of accounting is provided in Notes 2 and 3 to our unaudited interim consolidated financial statements as at and for the periods ended March 31, 2011 and September 30, 2011 and details of our conversion to IFRS are provided in our management’s discussion and analysis in respect of those statements, which are incorporated by reference herein. Any future changes to current IFRS as issued by the International Accounting Standards Board relative to the accounting policies that we have selected at the transition to IFRS from Canadian GAAP may impact our unaudited interim consolidated financial statements as at September 30, 2011 and for the three and nine months ended September 30, 2011 and 2010. Our financial statements are stated in Canadian dollars.

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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, 2010, dated February 28, 2011;
2. our audited consolidated financial statements as at and for the years ended December 31, 2010 and 2009, together with the report of the auditors' thereon, and management's discussion and analysis in respect of those statements;
3. our management information circular dated March 15, 2011 in connection with our annual meeting of shareholders held on April 27, 2011;
4. our unaudited interim consolidated financial statements as at March 31, 2011 and for the three months ended March 31, 2011 and 2010 and management's discussion and analysis in respect of those statements which includes a reconciliation of certain of our 2010 historical financial results in accordance with IFRS;
5. our unaudited interim consolidated financial statements as at September 30, 2011 and for the three and nine months ended September 30, 2011 and 2010 and management's discussion and analysis in respect of those statements;
6. our material change report dated February 17, 2011 relating to the acceptance by the Toronto Stock Exchange of a notice filed by us of our intention to renew our prior normal course issuer bid for our Class B Non-Voting shares; and
7. our material change report dated October 27, 2011 relating to the retirement of our Chief Financial Officer in the second quarter of 2012.

Any documents of the types referred to above (excluding confidential material change reports), and any 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 using our periodic reports on Form 6-K or annual report on Form 40-F (or any respective successor form) 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 information relating to our credit ratings contained in a document incorporated or deemed to be incorporated by reference herein is provided as it relates to our financing costs and liquidity. Specifically, credit ratings may affect our ability to obtain short-term and long-term financing and the terms of such financing. A reduction in the credit ratings on our debt by the rating agencies, particularly a downgrade below investment grade ratings, could adversely affect our cost of financing and our access to sources of liquidity and capital.

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 an interim financial statement 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 financial statement 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, if applicable, updated disclosure of earnings coverage ratios 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 at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9, Tel: 416-935-7777. Documents that we have filed with the Ontario Securities Commission may also be obtained over the Internet at the Canadian Securities Administrators' website at www.sedar.com.

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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. This prospectus, which forms a part of the registration statement, does not contain all of the information contained in the registration statement, including the exhibits filed therewith, 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 and furnish reports and other information with or to the SEC. Information that we have filed or furnished with the SEC 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 the SEC at 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, our business, its operations and its financial 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, expectations, anticipations, estimates or intentions. This forward-looking information also includes, but is not limited to, guidance and forecasts relating to revenue, adjusted operating profit, property, plant and equipment expenditures, free cash flow, dividend payments, expected growth in subscribers and the services to which they subscribe, the cost of acquiring subscribers and the deployment of new services, the currently estimated financial impacts of converting to IFRS accounting standards, and all other statements that are not historical facts. The words “could”, “expect”, “may”, “anticipate”, “assume”, “believe”, “intend”, “plan”, “project”, “guidance” and similar expressions are intended to identify statements containing forward-looking information, although not all forward-looking statements include such words. Conclusions, forecasts and projections set out in forward-looking information are based on our current objectives and strategies and on estimates and other factors and expectations and assumptions, most of which are confidential and proprietary, that we believe to be reasonable at the time applied, but may prove to be incorrect, 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,

industry structure and stability, and

current guidance from accounting standards bodies with respect to the conversion to IFRS accounting standards.

Except as otherwise indicated, forward-looking information in this prospectus (including the documents incorporated by reference herein) 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.

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We caution that all forward-looking information, including any statement regarding our current objectives, strategies and intentions and any factor, assumption, estimate or expectation underlying the forward-looking information, is inherently subject to change and uncertainty and that actual results may differ materially from those expressed or implied by the forward-looking information. A number of risks, uncertainties and other factors could cause our actual results and events to differ materially from those expressed or implied in the forward-looking information or could cause our current objectives, strategies and intentions to change, including, but not limited to:

- new interpretations from accounting standards bodies,
- 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. Should one or more of the above risks, uncertainties or other factors materialize, our objectives, strategies or intentions change, or any other factors or assumptions underlying the forward-looking information prove incorrect, our actual results and our plans could vary significantly from what we currently foresee. Accordingly, we warn investors to exercise caution when considering statements containing forward-looking information and that it would be unreasonable to rely on such statements as creating legal rights regarding our future results or plans. All of the forward-looking information in this prospectus (including the documents incorporated by reference herein) is qualified by the cautionary statements herein. 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 under “Risk Factors”.

Statements containing forward-looking information included in this prospectus and the documents incorporated by reference herein are made only as of the date of such document. We are under no obligation (and expressly disclaim any obligation) to update or alter any statements containing forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.

ROGERS COMMUNICATIONS INC.

We are a diversified public Canadian communications and media company. We are Canada's largest provider of wireless communications services and one of Canada's largest providers of cable television, high-speed Internet and telephony services. Through our wholly-owned subsidiary, Rogers Media Inc. and its subsidiaries (collectively, "Media"), we are engaged in radio and television broadcasting, televised shopping, magazines and trade publications, sports, entertainment and digital media.

Wireless

Through our wireless communications operations we are Canada's largest provider of wireless communications services, serving approximately 9.3 million retail voice and data subscribers as at September 30, 2011. 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. and in most other parts of the world through roaming agreements with various other GSM and HSPA wireless network operators.

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Cable

Through our cable communications operations we are one of Canada's largest providers of cable television, high-speed Internet and telephony services. 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 some of these offerings available on a wholesale basis to other telecommunications providers. In our Rogers Video segment, we offer digital video disc and video game sales and rentals.

Media

Media operates our radio and television broadcasting and specialty television business, our consumer and trade publishing operations, our national televised home shopping service and our Sports Entertainment group, which owns the Toronto Blue Jays and Rogers Centre. As at September 30, 2011, the Broadcasting group at Media comprised 55 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. Media's Publishing group publishes consumer magazines and trade and professional publications and directories in Canada.

RECENT DEVELOPMENTS

On December 9, 2011, we announced that we, along with Bell Canada, are jointly acquiring a net 75 percent stake in Maple Leaf Sports & Entertainment ("MLSE") from the Ontario Teachers' Pension Plan. MLSE is one of Canada's largest sports and entertainment companies and owns and operates, among other things, the Air Canada Centre, the NHL's Toronto Maple Leafs, the NBA's Toronto Raptors, the MLS's Toronto FC and the AHL's Toronto Marlies. Our net cash commitment, following a planned leveraged recapitalization of MLSE, will total approximately \$533 million, representing an indirect 37.5% equity interest in MLSE.

The transaction is expected to close in mid 2012. The timing and completion of transaction is subject to regulatory and league approvals, customary closing conditions and termination rights. Once the transaction closes, MLSE will be jointly owned by Kilmer Sports Inc. ("KSI") (25%), Bell and BCE Master Trust Fund (37.5%), and RCI (37.5%). Larry Tanenbaum, the owner of KSI, will continue to serve as Chair of MLSE. We and Bell have negotiated long-term sports broadcasting rights for MLSE content, at fair market value, for our respective television, wireless, digital and radio assets.

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CONSOLIDATED CAPITALIZATION

There have been no material changes in our share or loan capital, on a consolidated basis, since September 30, 2011 to the date of this prospectus.

USE OF PROCEEDS

Any net proceeds that we expect to receive from the issue of debt securities will be set forth in a prospectus supplement. Unless otherwise specified in the applicable prospectus supplement, the net proceeds of an offering will be used for any one or more of debt repayment, working capital, acquisitions or other general corporate purposes. We may, from time to time, incur additional debt other than through the issue of debt securities pursuant to this prospectus.

PLAN OF DISTRIBUTION

We may offer and sell debt securities to or through one or more underwriters or dealers purchasing as principals, and also may sell debt securities to one or more purchasers directly or through agents. The distribution of debt securities may be effected 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, the debt securities may be offered at market prices prevailing at the time of sale or at prices related to such prevailing market prices or at prices to be negotiated with purchasers. The price at which debt securities will be offered and sold may vary from purchaser to purchaser and during the distribution period.

The prospectus supplement with respect to any debt securities being offered will set forth the terms of the offering of those debt securities, including: