

BT GROUP PLC
Form SC 13D/A
March 27, 2018

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

SCHEDULE 13D
(Amendment No. 1)*
Under the Securities Exchange Act of 1934

BT Group plc
(Name of Issuer)
Ordinary Shares
(Title of Class of Securities)

3091357

(SEDOL Number)

Uli Kühbacher

Vice President

Deutsche Telekom AG
Friedrich-Ebert-Allee 140
53113 Bonn, Germany
+49-228-181-27171

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 23, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the U.S. Securities Exchange Act of 1934, as amended (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SEDOL No. 3091357

1 NAMES OF REPORTING PERSONS

T-Mobile Holdings Ltd.

IRS Identification Number: Not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,196,175,322
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0
SOLE DISPOSITIVE POWER

PERSON

WITH 1,196,175,322
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,196,175,322
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.06%(1)
14 TYPE OF REPORTING PERSON

CO

(1) All percentages set forth in this Schedule 13D are based on 9,921,902,715 outstanding ordinary shares issued and outstanding as of March 23, 2018.

SEDOL No. 3091357

1 NAMES OF REPORTING PERSONS

Deutsche Telekom AG

IRS Identification Number: Not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,196,175,322
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,196,175,322
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,196,175,322
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.06%(1)
14 TYPE OF REPORTING PERSON

CO

(1) All percentages set forth in this Schedule 13D are based on 9,921,902,715 outstanding ordinary shares issued and outstanding as of March 23, 2018.

SEDOL No. 3091357

1 NAMES OF REPORTING PERSONS

T-Mobile Global Holding GmbH

IRS Identification Number: 98-0470438

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0%
TYPE OF REPORTING PERSON

CO

SEDOL No. 3091357

1 NAMES OF REPORTING PERSONS

T-Mobile Global Zwischenholding GmbH

IRS Identification Number Not Applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0%
TYPE OF REPORTING PERSON

CO

SCHEDULE 13D/A

Preliminary Note:

This Amendment No. 1 to Schedule 13D (Amendment No. 1) amends and supplements the Schedule 13D initially filed by the Reporting Persons on February 10, 2016 (the Initial 13D and, as amended and restated by this Amendment No. 1, Schedule 13D). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Initial 13D. Except as set forth below, all items of the Initial 13D remain unchanged.

Amendment No. 1 is being filed to reflect an internal reorganization of Deutsche Telekom A.G. (Deutsche Telekom) and certain of its affiliates. This statement constitutes an amendment to the Initial 13D by T-Mobile Holdings Limited (DT Holdings) and Deutsche Telekom and the final amendment to the Schedule 13D and exit filing for T-Mobile Global Holding and T-Mobile Global.

On March 23, 2018, the Reporting Persons and certain of their affiliates implemented an internal reorganization. Following the reorganization (i) DT Holdings continues to be the record owner (through its nominee Deutsche Bank AG) of 1,196,175,322 Ordinary Shares of the Issuer; (ii) all the outstanding shares of DT Holdings are owned by CTA Holding GmbH (CTAH); (iii) all the outstanding shares of CTAH are held by Deutsche Telekom Trust eV (DT Trust) on a fiduciary basis for the purpose of insolvency protection of the pension claims of certain pension beneficiaries and (iv) Deutsche Telekom has the sole power to direct the voting and disposition of the 1,196,175,322 Ordinary Shares of the Issuer owned by DT Holdings.

Item 2. Identity and Background

Item 2 of Schedule 13D is hereby amended and restated as follows:

Amendment No. 1 is being filed pursuant to Rule 13d-1 under the Act by each of the following Reporting Persons:

- i. T-Mobile Holdings Limited, a private limited company incorporated under the laws of England and Wales whose registered office is at Hatfield Business Park, Hatfield, Hertfordshire AL10 9BW (company no. 03836708), and
- ii. Deutsche Telekom A.G., a stock corporation (*Aktiengesellschaft*) organized under the laws of the Federal Republic of Germany with a business address of Friedrich-Ebert-Allee 140, 53113 Bonn, Germany.

DT Holdings owns 1,196,175,322 Ordinary Shares of the Issuer. Deutsche Telekom indirectly controls DT Holdings.

The Reporting Persons are principally engaged in the telecommunications business.

The name, business address, citizenship and present principal occupation or employment of each director, executive officer and controlling person of the Reporting Persons are set forth on Schedule 1 hereto and are incorporated herein by reference.

During the last five years, none of the Reporting Persons nor, to the best of each Reporting Person's knowledge, any person on Schedule 1 has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a

result of which proceeding such Reporting Person or person is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer

The information contained in rows 7, 8, 9, 10, 11 and 13 on each of the cover pages of this Schedule 13D and the information set forth or incorporated by reference in Item 2 is incorporated by reference in its entirety into this Item 5.

(a)-(b) As of the date hereof, DT Holdings may be deemed to beneficially own 1,196,175,322 Ordinary Shares, which constitutes approximately 12.06 per cent of the issued and outstanding Ordinary Shares. To the knowledge of the Reporting Persons, none of the persons named on Schedule 1 beneficially own any Ordinary Shares.

Because Deutsche Telekom may be deemed to control DT Holdings, Deutsche Telekom may be deemed to beneficially own, and to have the power to vote or direct the vote of, or dispose or direct the disposition of, all the Ordinary Shares beneficially owned by DT Holdings.

The filing of this Schedule 13D shall not be construed as an admission that any Reporting Person is the beneficial owner of any of the Ordinary Shares that such Reporting Person may be deemed to beneficially own. Without limiting the foregoing sentence, Deutsche Telekom disclaims beneficial ownership of all Ordinary Shares reported in this Schedule 13D. In addition, the filing of this Schedule 13D shall not be construed as an admission that any partner, member, director, officer or affiliate of any Reporting Person is the beneficial owner of any of the shares of Ordinary Shares that such partner, member, director, officer or affiliate may be deemed to beneficially own.

(c) Except as set forth in this Item 5, to the knowledge of the Reporting Persons, none of the Reporting Persons or the persons set forth on Schedule 1 hereto has beneficial ownership of, or has engaged in any transaction during the past 60 days in, any Ordinary Shares.

(d) To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the securities that are the subject of this Schedule 13D.

(e) On March 23, 2018, T-Mobile Global Holding and T-Mobile Global ceased to be the beneficial owners of more than 5% of the Ordinary Shares of the Issuer.

SIGNATURE

After reasonable inquiry and to the best of each undersigned's knowledge and belief, each undersigned certifies as to itself that the information set forth in this statement is true, complete and correct.

Dated: March 27, 2018

T-MOBILE HOLDINGS LIMITED

/s/ Jeevan D Silva
Name: Jeevan D Silva
Title: Director

/s/ Jeremy Boorman
Name: Jeremy Boorman
Title: Director

DEUTSCHE TELEKOM AG

/s/ Markus Schäfer
Name: Markus Schäfer
Title: VP Group Treasury

/s/ Jürgen Kistner
Name: Jürgen Kistner
Title: VP Group Treasury

T-MOBILE GLOBAL HOLDING GMBH

/s/ Franco Musone Crispino
Name: Franco Musone Crispino
Title: Managing Director

/s/ Dr. Frank Schmidt

Name: Dr. Frank Schmidt
Title: Managing Director

**T-MOBILE GLOBAL
ZWISCHENHOLDING GMBH**

/s/ Dr. Christian Dorenkamp
Name: Dr. Christian Dorenkamp
Title: Managing Director

/s/ Roman Zitz
Name: Roman Zitz
Title: Managing Director

SCHEDULE 1**Directors and Executive Officers of T-Mobile Holdings Limited**

The following table sets forth the names, business addresses and present principal occupation of each director, executive officer and controlling person of T-Mobile Holding Limited.

| Name | Citizenship | Business Address | Present Principal Occupation |
|-------------------|--------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Jeremy Boorman | British | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | SVP, Portfolio Development DT Group |
| Jeevan D Silva | British | 21st Floor, Euston Tower, Euston Road, London NW1 3 DP, United Kingdom | General Counsel T-Systems Limited |
| Dr. Uli Kühbacher | German | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Vice President, DT Legal, Deutsche Telekom AG |
| Claire Hilton | British | Alchemy Building Bessemer Road Welwyn Garden City AL7 1HE, UK | VP Partnership Management & Business Development, Deutsche Telekom UK Ltd. |

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Directors and Executive Officers of Deutsche Telekom AG

The following tables I and II set forth the names, business addresses and present principal occupation of each director and executive officer of Deutsche Telekom AG.

I. Board of Management

| Name | Citizenship | Business Address | Present Principal |
|--------------------|-------------------------|---------------------------------------------------|----------------------------------------------------------------|
| | | | Occupation |
| Timotheus Höttges | German | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Chairman of the Board |
| Adel Al-Saleh | American and British | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Board Member for T-Systems |
| Thomas Dannenfeldt | German | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Board Member for Finance (CFO) |
| Srini Gopalan | British | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Board Member for Europe |
| Christian P. Illek | German | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Board Member for Human Resources and Labor |
| Thomas Kremer | German | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Board Member for Data Privacy, Legal Affairs and Compliance |
| Claudia Nemat | German | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Board Member for Technology and Innovation |
| Dirk Wössner | German | Landgrabenweg 151, 53227 Bonn, Germany | Board Member for Germany |

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II. *Supervisory Board*

| Name | Citizenship | Business Address | Present Principal Occupation |
|---------------------------|--------------------|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sari Baldauf | Finnish | Edelfeltintie 10 A 2, 00150 Helsinki, Finland | Non-executive director of several companies and organizations, Senior Advisor at DevCo Partners |
| Josef Bednarski | German | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Chairman of the Group Works Council Deutsche Telekom AG, Bonn |
| Monika Brandl | German | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Chairwoman of the Central Works Council of Deutsche Telekom AG, Bonn |
| Odysseus D. Chatzidis | Greek | Friedrich-Ebert-Allee 140, 53113 Bonn, Germany | Chairman of the European Works Council of Deutsche Telekom AG, Bonn |
| Johannes Geismann | German | Wilhelmstrasse 97, 10117 Berlin, Germany | State Secretary, Federal Ministry of Finance, Berlin |
| Klaus-Dieter Hanas | German | Sachsenseite 2, 04103 Leipzig, Germany | Deputy Chairman of the Works Council Deutsche Telekom Service GmbH, Bonn, Central-Eastern District |
| Günter Bräunig | German | Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany | CEO KfW |
| Lars Hinrichs | German | Gaensemarkt 43, 20354 Hamburg, Germany | CEO Cinco Capital GmbH, Hamburg |
| Helga Jung | German | Königinstrasse 28, 80802 Munich, Germany | Member of the Board of Management of Allianz SE, Munich |
| Prof. Dr. Michael Kaschke | German | Carl-Zeiss-Strasse 22, 73447 Oberkochen, Germany | CEO & President Carl Zeiss AG, Oberkochen |
| Nicole Koch | German | Landgrabenweg 147, 53227 Bonn, Germany | Deputy Chairwoman of the Group Works Council Deutsche Telekom AG, Bonn and Chairwoman of the Works Council Deutsche Telekom Privatkunden-Vertrieb GmbH, Bonn |
| Dagmar P. Kollman | Austrian | Grinzinger Allee 50, 1190 Vienna, Austria | Entrepreneur and member of several supervisory and advisory boards |
| Petra Steffi Kreusel | German | Hahnstrasse 43d, 60528 Frankfurt am Main, Germany | SVP, Partner Management and Corporate Development TC T-Systems International GmbH, Frankfurt |
| Ulrich Lehner | German | Bergische Landstrasse 283, 40629 Düsseldorf, Germany | Member of the Shareholders Committee of Henkel AG & Co. |

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| | | | |
|----------------------|--------|---------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| | | | KGaA, Düsseldorf |
| Lothar Schröder | German | Paula-Thiede-Ufer 10, 10179 Berlin, Germany | Member of the ver.di National Executive Board, Berlin; Deputy Chairman of the Supervisory Board Deutsche Telekom AG |
| Michael Sommer | German | Rottensteiner Weg 38, 14089 Berlin, Germany | Pensioner |
| Sibylle Spoo | German | Paula-Thiede-Ufer 10, 10179 Berlin, Germany | Lawyer, Trade Union Secretary at the ver.di Federal Administration, Berlin |
| Karl-Heinz Streibich | German | Uhlandstrasse 12, 64279 Darmstadt-Eberstadt, Germany | CEO Software AG, Darmstadt |
| Margret Suckale | German | Berliner Str. 6, 69120 Heidelberg, Germany | Member of Supervisory Board of Heidelberg Cement AG |
| Karin Topel | German | Dresdner Strasse, 01445 Radebeul, Germany | Chairwoman of the Works Council at Deutsche Telekom Technik GmbH, Bonn, Technical Branch Office, Eastern District |

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