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PANSOURCE BV
Form SC 13E3/A
April 05, 2002

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO
(Rule 14d-100)

(Amendment No. 6)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

EUROWEB INTERNATIONAL CORP.
(Name of Subject Company (Issuer))

PANSOURCE B.V.
EVEREST ACQUISITION CORP.
KONINKLIJKE KPN N.V.
KPN TELECOM B.V.

(Offerors)
(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other
Person))

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(Title of Class of Securities)

298801101
(CUSIP Number of Class Securities)

JAN-ROELOF STIENSTRA
PROJECT MANAGER, M&A
KONINKLIJKE KPN N.V.
MAANPLEIN 5
2516 CK, THE HAGUE
THE NETHERLANDS
+31-70-343-4595

(Name, Address, and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

COPY TO:

ERIC S. SHUBE, ESQ.
ALLEN & OVERY
1221 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10020
USA
+1-212-610-6300

CALCULATION OF FILING FEE:

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Transaction valuation*
\$14,067,483

Amount of filing fee
\$1,294

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,903.55

Form or Registration No.: Schedule TO

Filing Party: Pansource B.V., Everest Acquisition Corp.,
Koninklijke KPN N.V. and KPN Telecom B.V.

Date Filed: February 20, 2002

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

* For purposes of calculating amount of filing fee only. This amount is based upon (a) the maximum number of shares to be purchased pursuant to the Offer and (b) the price offered per share.

SCHEDULE TO

This Amendment No. 6 amends and supplements the Tender Offer Statement, Rule 13e-3 Transaction Statement and Schedule 13D/A filed under cover of Schedule TO initially filed with the Securities and Exchange Commission on February 20, 2002, as amended by Amendment No. 1 filed on March 4, 2002, Amendment No. 2 filed on March 12, 2002, Amendment No. 3 filed on March 20, 2002, Amendment No. 4 filed on March 28, 2002 and Amendment No. 5 filed on April 4, 2002, which relates to the offer by Everest Acquisition Corp., a Delaware corporation ("Everest Acquisition") and a wholly owned subsidiary of Pansource B.V. ("Pansource"), a private company with limited liability incorporated under the laws of the Netherlands and an indirect wholly owned subsidiary of

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Koninklijke KPN N.V. ("KPN"), a company incorporated under the laws of the Netherlands, to purchase all outstanding shares of common stock, par value \$.001 per share (the "Shares"), of EuroWeb International Corp., a Delaware corporation ("EuroWeb"), at a price of \$2.70 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated February 20, 2002, as amended by the Supplement thereto dated March 20, 2002, and in the related revised Letter of Transmittal (which, as they may be amended and supplemented from time to time, together constitute the "Offer"). This Amendment No. 6 is being filed on behalf of Everest Acquisition, Pansource, KPN Telecom B.V. ("KPN Telecom"), a company incorporated under the laws of the Netherlands and a wholly owned subsidiary of KPN, and KPN. Capitalized terms used herein and not otherwise defined have the respective meanings ascribed to them in the Offer to Purchase.

The Offer expired on April 4, 2002 at 5:00 p.m. New York City time. No shares were accepted for payment or paid for pursuant to the Offer and all shares previously tendered will be returned promptly by the Depositary to the persons who tendered them.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

EVEREST ACQUISITION CORP.

By: /s/ J.R. Stienstra

Name: Mr. J.R. Stienstra
Title: Vice-Chairman

PANSOURCE B.V.

By: /s/ S.G.J. Van Loosdrecht

Name: Mr. S.G.J. Van Loosdrecht
Title: Director

KONINKLIJKE KPN N.V.

By: /s/ A.J. Scheepbouwer

Name: Mr. A.J. Scheepbouwer
Title: CEO Royal Dutch KPN N.V.

KPN TELECOM B.V.

By: /s/ A.J. Scheepbouwer

Name: Mr. A.J. Scheepbouwer
Title: CEO Royal Dutch KPN N.V.

Dated: April 5, 2002