

NII HOLDINGS INC
Form 8-K
February 05, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: *(Date of earliest event reported)* February 4, 2004

NII HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
*(State or Other Jurisdiction
of Incorporation)*

000-32421
(Commission File Number)

91-1671412
*(IRS Employer
Identification No.)*

10700 Parkridge Boulevard, Suite 600
Reston, Virginia
(Address of Principal Executive Offices)

20191
(Zip Code)

Registrant's telephone number, including area code: (703) 390-5100

(Former name or former address, if changed since last report)

Item 5. Other Events and Regulation FD Information.

On February 4, 2004, NII Holdings, Inc. (the Company) issued a press release announcing that its wholly-owned subsidiary, NII Holdings (Cayman), Ltd. (NII Cayman), is commencing a tender offer and consent solicitation relating to all of NII Cayman s outstanding 13% Senior Secured Discount Notes due 2009. A copy of the press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Nothing in this report should be construed as an offer to purchase any outstanding 13% Senior Secured Discount Notes, as such offer is only being made upon the terms and is subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated February 4, 2004.

Item 7. Financial Statements, *Pro Forma* Financial Information and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 4, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NII HOLDINGS, INC.
(Registrant)

Date: February 4, 2004

By: /s/ Robert J. Gilker

Robert J. Gilker
Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release Dated February 4, 2004.