

Edgar Filing: BCE INC - Form SC 13D/A

BCE INC  
Form SC 13D/A  
March 13, 2009

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 8)\*

BCE Inc.

-----  
(Name of Issuer)

Common Shares, no par value

-----  
(Title of Class of Securities)

05534B760 4

-----  
(CUSIP Number)

Jeffrey M. Davis  
Senior Legal Counsel, Investments  
Ontario Teachers' Pension Plan Board  
5650 Yonge Street, 5th Floor  
Toronto, Ontario  
Canada M2M 4H5  
(416) 228-5900

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

March 12, 2009

-----  
(Date of Event which Requires Filing of this Statement)  
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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 ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. |X|

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 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 Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CUSIP No. 05534B760 4  
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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

ONTARIO TEACHERS' PENSION PLAN BOARD  
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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) 00  
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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization ONTARIO, CANADA  
 -----

|   |     |                          |                   |
|---|-----|--------------------------|-------------------|
|   | 7.  | Sole Voting Power        | 39,817,938 shares |
| Number of<br>Shares<br>Beneficially<br>Owned<br>by Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | -0-               |
|   | 9.  | Sole Dispositive Power   | 39,817,938 shares |
|   | 10. | Shared Dispositive Power | -0-               |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 39,817,938 shares  
 -----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 4.99 %  
 -----

14. Type of Reporting Person (See Instructions) EP  
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This Amendment No. 8 (this "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on April 9, 2007 (the "Schedule 13D") by Ontario Teachers' Pension Plan Board ("Teachers'") with respect to the Common Shares, no par value (the "Common Shares") of BCE Inc., a corporation organized under the laws of Canada (the "Issuer"), as amended by Amendment No. 1 to the Schedule 13D, as filed with the SEC on June 5, 2007; Amendment No. 2 to the Schedule 13D, as filed with the SEC on June 7, 2007; Amendment No. 3 to the Schedule 13D, as filed with the SEC on June 28, 2007; Amendment No. 4 to the Schedule 13D, as filed with the SEC on July 5, 2007; Amendment No. 5 to the Schedule 13D, as filed with the SEC on October 25, 2007; Amendment No. 6 to the Schedule 13D, as filed with the SEC on July 10, 2008 and Amendment No. 7 to the Schedule 13D, as filed with the SEC on December 16, 2008. The address of the Issuer's principal executive offices is 1000, rue de La Gauchetiere Ouest, Bureau 3700, Montreal, Quebec, Canada H3B 4Y7. Unless specifically amended hereby or in Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 or Amendment No. 7 to the Schedule 13D, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

Item 2. IDENTITY AND BACKGROUND.

ITEM 2 IS AMENDED AND RESTATED AS FOLLOWS:

(a) This Amendment is being filed by Teachers'.

(b) - (c) Teachers' is an Ontario, Canada corporation, the principal business of which is the administration of a pension plan and management of a pension fund for Ontario teachers. The principal office and business address of Teachers' is 5650 Yonge Street, 5th Floor, Toronto, Ontario M2M 4H5.

The name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person of Teachers' is set forth in Schedule A hereto, and is incorporated herein by reference.

(d) Neither Teachers', nor to the best of Teachers' knowledge, any of the persons identified in this Item 2 and Schedule A hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Teachers', nor to the best of Teachers' knowledge, any of the persons identified in this Item 2 and Schedule A hereto has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is 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.

(f) Each of the persons listed on Schedule A hereto is a citizen of Canada.

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Item 5. INTERESTS IN THE SECURITIES OF THE PURCHASER.

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ITEM 5 IS AMENDED AND RESTATED AS FOLLOWS:

(a) and (b) As of the date of this Amendment, Teachers' is the beneficial owner of 39,817,938 Common Shares, representing approximately 4.99% of the Common Shares outstanding, which percentage is calculated based upon 798,624,538 Common Shares reported to be outstanding by the Issuer as of January 9, 2009. Teachers' has sole voting and dispositive power with respect to all of the Common Shares beneficially owned by it.

As of the date of this Amendment, to the best of Teachers' knowledge, the following persons listed on Schedule A hereto beneficially own the following number of Common Shares (in each case the number of Common Shares representing less than 1% of the Common Shares outstanding, which percentage is calculated based upon 798,624,538 Common Shares reported to be outstanding by the Issuer as of January 9, 2009) and, except as otherwise noted below, have sole voting power and sole dispositive power with respect to such Common Shares:

| Name                   | Common Shares<br>Beneficially Owned |
|------------------------|-------------------------------------|
| ----                   | -----                               |
| (i) Jean Turmel        | 1,830                               |
| (ii) Andrew Claerhout  | 183                                 |
| (iii) David McGraw     | 472(1)                              |
| (iv) Lee Sienna        | 273                                 |
| (v) Michael Wissell    | 1,000                               |
| (vi) Rosemary Zigrossi | 60(2)                               |

Teachers' disclaims beneficial ownership of any Common Shares beneficially owned by any of the foregoing persons. The foregoing persons disclaim beneficial ownership of any Common Shares beneficially owned by Teachers'.

Except as described above, neither Teachers' nor, to the best of Teachers' knowledge, any of the persons listed on Schedule A hereto beneficially owns any Common Shares.

(c) Except as set forth above or in the attached Schedule B, Teachers' has not effected any transaction in Common Shares during the 60 days preceding the date of this Amendment. To the best of Teachers' knowledge, none of the persons listed on Schedule A hereto has effected any transactions in Common Shares in the past 60 days.

(d) Not applicable.

(e) On March 12, 2009, Teachers' ceased to be the beneficial owner of more than five percent of the Common Shares of the Issuer.

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(1) Mr. McGraw owns such Common Shares in an account over which he has no investment discretion.

(2) Ms. Zigrossi owns such Common Shares in an account over which she has no investment discretion.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2009

ONTARIO TEACHERS' PENSION PLAN BOARD

By: /s/ Roger Barton

-----  
Name: Roger Barton  
Title: Vice President

SCHEDULE A

Directors, Executive Officers, and Controlling Persons of Ontario Teachers' Pension Plan Board ("Teachers"), each of whom is a citizen of Canada.

| Name                             | Residence or Business Address  | Occupation or Employment                                 |
|----------------------------------|--|--|
| Jill Denham<br>(Board member)    | 36 Bayview Wood<br>Toronto, ON M4N 1R7   | Former Vice-Chair, CIBC Retail Marke                     |
| Helen Kearns<br>(Board member)   | 71 Hudson Drive<br>Toronto, ON M4T 2K2   | President of R.S. Bell & Associates                      |
| Hugh Mackenzie<br>(Board member) | 418 Markham Street<br>Toronto, ON M6G 2L2  | Economic Consultant                                      |
| Louis Martel<br>(Board member)   | Greystone Managed Investments Inc.<br>Canada Trust Tower, BCE Place<br>Toronto, ON M5J 2S1 | Senior Vice-President, Greystone Man<br>Investments Inc. |

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|                                   |  |   |
|-----------------------------------|--|---|
| Guy Matte<br>(Board member)       | 7083 Notre-Dame<br>Orleans, ON K1C 1J1   | Former Executive Director of the Association des enseignantes et des enseignants franco-ontariens |
| Eileen Mercier<br>(Chairperson)   | One Post Road, PH #7<br>Toronto, ON M3B 3R4                                      | President, Finvoy Management Inc.   |
| Sharon Sallows<br>(Board member)  | 40 Edgar Avenue<br>Toronto, ON M4W 2A9   | Partner, Ryegate Capital Corporation  |
| William Swirsky<br>(Board member) | 71 Constance Street<br>Toronto, ON M6R 1S5                                       | Vice-President, Canadian Institute of Chartered Accountants                                       |
| Jean Turmel<br>(Board member)     | Perseus Capital Inc.<br>1155 Metcalfe St., 1st floor<br>Montreal, Quebec H3B 5G2 | President, Perseus Capital Inc.   |
| Roger Barton                      | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Vice-President, General Counsel & Secretary of Teachers   |
| Russ Bruch                        | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Vice-President, Investment Operations<br>Information Officer of Teachers                          |
| Jason Chang                       | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Vice-President, Fixed Income Capital Management of Teachers                                       |
| Andrew Claerhout                  | 4th floor, Leaconsfield House,<br>Curzon Street, London, UK W1J5JA               | Vice-President, EMEA, Private Capital of Teachers (London UK)                                     |
| Shael Dolman                      | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Vice-President, Private Capital of Teachers   |
| Stephen Dowd                      | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Senior Vice-President, Infrastructure of Teachers   |
| Zev Frishman                      | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Vice-President, Structured Portfolio External Managers of Teachers                                |
| Jonathan Hausman                  | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Vice-President, Alternative Investments Emerging Markets  |
| Dan Houle                         | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Vice-President, Investment Operations of Teachers   |
| Kevin Kerr                        | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Vice-President, Infrastructure of Teachers  |
| Wayne Kozun                       | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5                              | Senior Vice-President, Public Equity of Teachers  |
| Jim Leech                         | 5650 Yonge Street, 5th Floor   | President and Chief Executive Officer   |

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|                       |   |  |
|-----------------------|---|--|
|                       | Toronto, ON M2M 4H5                                 | Teachers   |
| Leslie Lefebvre       | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, Global Active Equiti<br>Teachers                           |
| Peter Maher           | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, Audit Services of Te                                       |
| Rosemarie McClean     | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Senior Vice-President, Member Servic<br>Teachers                           |
| David McGraw          | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Senior Vice-President and Chief Fina<br>Officer of Teachers                |
| Marcia Mendes-d'Abreu | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, Human Resources of T                                       |
| Ron Mock              | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Senior Vice-President, Fixed Income<br>Alternative Investments of Teachers |
| Phil Nichols          | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, IT Member Services o                                       |
| Neil Petroff          | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Executive Vice-President, Investment<br>Teachers                           |
| William Royan         | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, Relationship Investi<br>Teachers                           |
| Lee Sienna            | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, Long Term Equities o                                       |
| Glen Silvestri        | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, Private Capital of T                                       |
| Andrew Spence         | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President and Chief Economist o                                       |
| Erol Uzumeri          | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Senior Vice-President, Private Capit<br>Teachers                           |
| Michael Wissell       | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, Tactical Asset Alloc<br>Teachers                           |
| Rosemary Zigrossi     | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Vice-President, Asset Mix & Risk of  |
| Barb Zvan             | 5650 Yonge Street, 5th Floor<br>Toronto, ON M2M 4H5 | Senior Vice-President, Asset Mix & R<br>Teachers                           |

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Transactions in Common Shares by Teachers' during the past 60 days:

| Date of Transaction | Number of Common Shares | Purchase or Sale | Price per Common Share | Transac<br>T |
|---------------------|-------------------------|------------------|------------------------|--------------|
| February 18, 2009   | 289,665                 | Sale             | Cdn\$25.32             |              |
| February 18, 2009   | 3,500                   | Sale             | Cdn\$25.32             |              |
| February 18, 2009   | 620,900                 | Sale             | Cdn\$25.32             |              |
| February 18, 2009   | 7,900                   | Sale             | Cdn\$25.32             |              |
| February 18, 2009   | 138,099                 | Sale             | Cdn\$25.32             |              |
| February 18, 2009   | 67,136                  | Sale             | Cdn\$25.32             |              |
| February 19, 2009   | 1,200                   | Sale             | Cdn\$25.28             |              |
| February 19, 2009   | 91,900                  | Sale             | Cdn\$25.28             |              |
| February 19, 2009   | 200                     | Sale             | Cdn\$25.28             |              |
| February 19, 2009   | 53,703                  | Sale             | Cdn\$25.28             |              |
| February 19, 2009   | 13,097                  | Sale             | Cdn\$25.28             |              |
| February 19, 2009   | 4,100                   | Sale             | Cdn\$25.28             |              |
| February 23, 2009   | 900                     | Sale             | Cdn\$24.91             |              |
| February 23, 2009   | 165,500                 | Sale             | Cdn\$24.91             |              |
| February 23, 2009   | 1,600                   | Sale             | Cdn\$24.91             |              |
| February 23, 2009   | 187,839                 | Sale             | Cdn\$24.91             |              |
| February 23, 2009   | 91,193                  | Sale             | Cdn\$24.91             |              |
| February 23, 2009   | 46,268                  | Sale             | Cdn\$24.91             |              |
| February 24, 2009   | 100                     | Sale             | Cdn\$24.91             |              |
| February 24, 2009   | 9,500                   | Sale             | Cdn\$24.91             |              |
| February 24, 2009   | 312,400                 | Sale             | Cdn\$24.91             |              |
| February 24, 2009   | 3,600                   | Sale             | Cdn\$24.91             |              |
| February 24, 2009   | 739,322                 | Sale             | Cdn\$24.91             |              |
| February 24, 2009   | 96,142                  | Sale             | Cdn\$24.91             |              |
| February 24, 2009   | 21,936                  | Sale             | Cdn\$24.91             |              |
| February 25, 2009   | 1,300                   | Sale             | Cdn\$25.03             |              |



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|                   |         |      |            |     |
|-------------------|---------|------|------------|-----|
| February 25, 2009 | 13,400  | Sale | Cdn\$25.03 |     |
| February 25, 2009 | 497,800 | Sale | Cdn\$25.03 |     |
| February 25, 2009 | 8,600   | Sale | Cdn\$25.03 |     |
| February 25, 2009 | 566,132 | Sale | Cdn\$25.03 |     |
| February 25, 2009 | 149,668 | Sale | Cdn\$25.03 |     |
| February 25, 2009 | 35,800  | Sale | Cdn\$25.03 |     |
| February 26, 2009 | 651,272 | Sale | Cdn\$24.96 | TSX |
| February 26, 2009 | 159,228 | Sale | Cdn\$24.96 |     |
| February 27, 2009 | 12,300  | Sale | Cdn\$24.83 |     |
| February 27, 2009 | 216,500 | Sale | Cdn\$24.83 |     |
| February 27, 2009 | 1,700   | Sale | Cdn\$24.83 |     |
| February 27, 2009 | 31,900  | Sale | Cdn\$24.83 |     |
| February 27, 2009 | 598,047 | Sale | Cdn\$24.83 |     |

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|                   |         |      |            |  |
|-------------------|---------|------|------------|--|
| February 27, 2009 | 179,213 | Sale | Cdn\$24.83 |  |
| February 27, 2009 | 20,340  | Sale | Cdn\$24.83 |  |
| March 2, 2009     | 200     | Sale | Cdn\$24.16 |  |
| March 2, 2009     | 7,700   | Sale | Cdn\$24.16 |  |
| March 2, 2009     | 159,200 | Sale | Cdn\$24.16 |  |
| March 2, 2009     | 2,500   | Sale | Cdn\$24.16 |  |
| March 2, 2009     | 246,657 | Sale | Cdn\$24.16 |  |
| March 2, 2009     | 76,743  | Sale | Cdn\$24.16 |  |
| March 2, 2009     | 7,300   | Sale | Cdn\$24.16 |  |
| March 3, 2009     | 300     | Sale | Cdn\$24.22 |  |
| March 3, 2009     | 11,200  | Sale | Cdn\$24.22 |  |

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|                |           |      |            |
|----------------|-----------|------|------------|
| March 3, 2009  | 137,500   | Sale | Cdn\$24.22 |
| March 3, 2009  | 2,500     | Sale | Cdn\$24.22 |
| March 3, 2009  | 429,070   | Sale | Cdn\$24.22 |
| March 3, 2009  | 187,230   | Sale | Cdn\$24.22 |
| March 3, 2009  | 35,700    | Sale | Cdn\$24.22 |
| March 4, 2009  | 4,800     | Sale | Cdn\$24.42 |
| March 4, 2009  | 158,600   | Sale | Cdn\$24.42 |
| March 4, 2009  | 1,100     | Sale | Cdn\$24.42 |
| March 4, 2009  | 112,624   | Sale | Cdn\$24.42 |
| March 4, 2009  | 80,706    | Sale | Cdn\$24.42 |
| March 4, 2009  | 12,170    | Sale | Cdn\$24.42 |
| March 12, 2009 | 110,400   | Sale | Cdn\$24.28 |
| March 12, 2009 | 3,089,600 | Sale | Cdn\$24.28 |