

TURKCELL ILETISIM HIZMETLERI A S

Form 6-K

March 27, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated March 27, 2012

Commission File Number: 001-15092

TURKCELL ILETISIM HIZMETLERI A.S.
(Translation of registrant's name in English)

Turkcell Plaza
Mesrutiyet Caddesi No. 153
34430 Tepebasi
Istanbul, Turkey

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ x

Form 40-F ☐ o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ☐ o

No ☒ x

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ☐ o

No ☒ x

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

Enclosure: A press release dated March 26, 2012 announcing legal developments regarding the Turkcell audit committee.

March 26, 2012

ANNOUNCEMENT REGARDING LEGAL DEVELOPMENT ON AUDIT COMMITTEE

Subject: Statement made pursuant to Circular VIII, No: 54 of the Capital Markets Board
Istanbul Stock Exchange

ISTANBUL

Special Subjects:

Previously we announced that Turkish Capital Markets Board (CMB) had informed our Company that one of our audit committee members' status as an observer member on the audit committee did not satisfy the requirements of the relevant CMB regulation according to which the said committee should be composed of at least two board members. The CMB had requested that we take necessary measures to comply with the provisions of this regulation. The court had dismissed the action that we initiated against the CMB's decision and the Council of State rejected our appeal request. The Company then applied for the correction of the decision but the Council of State rejected our application. This ultimately ends the judicial process. We continue our studies regarding our audit committee structure and the compliance with new corporate governance principles published by the CMB.

TURKCELL ILETISIM HIZMETLERI A.S.

For further information please e-mail to investor.relations@turkcell.com.tr
or call Turkcell Investor Relations (+ 90 212 313 1888)

You can now follow the most up-to-date Turkcell developments on twitter by clicking on the link below.

<http://twitter.com/TurkcellNews>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Turkcell Iletisim Hizmetleri A.S. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TURKCELL ILETISIM HIZMETLERI A.S.

Date: March 27, 2012

By: /s/Koray Öztürkler
Name: Koray Öztürkler
Title: Chief Corporate Affairs Officer

TURKCELL ILETISIM HIZMETLERI A.S.

Date: March 27, 2012

By: /s/Nihat Narin
Name: Nihat Narin
Title: Investor & Int. Media Relations – Division Head
