

TUCOWS INC /PA/
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO.) (1)

TUCOWS INC.

(Name of Issuer)

COMMON STOCK, NO PAR VALUE

(Title of Class of Securities)

898697-10-7

(CUSIP Number)

DECEMBER 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(1) 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 the disclosures provided in a prior cover page.

The information required in 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 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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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Eurocom Communications Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) / /
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

NUMBER OF SHARES (5) SOLE VOTING POWER
BENEFICIALLY 5,597,112 (1)

OWNED BY (6) SHARED VOTING POWER
EACH REPORTING
PERSON WITH:

(7) SOLE DISPOSITIVE POWER
5,091,679 (1) (2)

(8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,597,112

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Shaul Elovitch, the Chairman and President of Eurocom Communications Ltd., has the power to control the voting and disposition of the shares.

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(2) Of the 5,597,112 shares of Common Stock held by the reporting person, 505,433 shares of Common Stock are being held in escrow and the reporting person may only dispose of such shares pursuant to the terms of the escrow agreement.

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Shaul Elovitch

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) / /
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

NUMBER OF SHARES (5) SOLE VOTING POWER
BENEFICIALLY 5,597,112 (1)

OWNED BY
EACH REPORTING (6) SHARED VOTING POWER
PERSON WITH:

(7) SOLE DISPOSITIVE POWER
5,091,679 (1) (2)

(8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,597,112

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Shaul Elovitch, the Chairman and President of Eurocom Communications Ltd., has the power to control the voting and disposition of the shares.

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(2) Of the 5,597,112 shares of Common Stock held by the reporting person,

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505,433 shares of Common Stock are being held in escrow and the reporting person may only dispose of such shares pursuant to the terms of the escrow agreement.

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ITEM 1(a). NAME OF ISSUER:

Tucows Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

96 Mowat Avenue
Toronto, Ontario M6K 3M1
Canada

ITEM 2(a). NAME OF PERSON FILING: Eurocom Communications Ltd. ("Eurocom") and
Shaul Elovitch ("Elovitch ")

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Eurocom Communications Ltd.
2 Dov Friedman Street
Ramot-Gan, Israel

Shaul Elovitch
c/o Eurocom Communications Ltd.
2 Dov Friedman Street
Ramot-Gan, Israel

ITEM 2(c). CITIZENSHIP:

Eurocom is a corporation organized under the laws of Israel.

Elovitch is an individual who is a citizen of Israel.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) / / Broker or dealer registered under Section 15 of the Exchange Act.

(b) / / Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) / / Insurance company as defined in Section 3(a)(19) of the

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Exchange Act.

- (d) / / Investment company registered under Section 8 of the Investment Company Act.
- (e) / / An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) / / An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) / / A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G).
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) / / A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

(a) Amount Beneficially Owned:

Each of Eurocom and Elovitch may be deemed to be the beneficial owner, within the meaning of Rule 13d-3 of the Exchange Act, of 5,597,112 shares of Common Stock.

(b) Percent of Class:

8.7%.

(c) Number of shares as to which persons filing statement have:

(i) Sole power to vote or to direct the vote:

Eurocom has the sole power to vote or direct the vote of 5,597,112 shares of Common Stock. Elovitch, the Chairman and President of Eurocom, has the power to vote or direct the vote of the 5,597,112 shares of Common Stock on behalf of Eurocom.

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(ii) Shared power to vote or to direct the vote:

Not applicable.

(iii) Sole power to dispose or to direct the disposition of:

Eurocom has sole power to dispose or to direct the disposition of 5,091,679 shares of Common Stock. Elovitch, the Chairman and President of Eurocom, has the power to dispose or direct the disposition of the shares of Common Stock on behalf of Eurocom. Of the 5,597,112

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shares of Common Stock held by the Eurocom, 505,433 shares of Common Stock are being held in escrow and Eurocom may only dispose of such shares pursuant to the terms of the escrow agreement.

- (iv) Shared power to dispose or to direct the disposition of:
Not applicable.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

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Not applicable.

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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.

Date: February 13, 2002

EUROCOM COMMUNICATIONS LTD.

By: /s/ Shaul Elovitch

Name: Shaul Elovitch
Title: Chairman and President

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

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correct.

Date: February 13, 2002

By: /s/ Shaul Elovitch

Name: Shaul Elovitch

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EXHIBIT A

Joint Filing Agreement

Each of the undersigned hereby agrees to file jointly the statement on Schedule 13G to which this Agreement is attached (including any amendments thereto).

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of information concerning such party contained therein, but such party is not responsible for the completeness and accuracy of information concerning any other party unless such party knows has reason to believe that such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statements on Schedule 13G, and any amendments thereto, filed on behalf of the parties hereto.

Date: February 13, 2002

EUROCOM COMMUNICATIONS LTD.

By: /s/ Shaul Elovitch

Name: Shaul Elovitch
Title: Chairman and President

By: /s/ Shaul Elovitch

Name: Shaul Elovitch