

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

RECD S.E.C.
JUL 31 2002
1086



Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR
15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

PE
Dated as of July 31, 2002
NETIA HOLDINGS S.A.

(Translation of registrant's name into English)

UL. POLECZKI 13
02-822 WARSAW, POLAND

(Address of principal executive office)

PROCESSED

AUG 05 2002

THOMSON
FINANCIAL P

[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 Form 40-F

[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

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W. K. ...

EXPLANATORY NOTE

Attached are the following items:

1. Press Release, dated July 29, 2002;
2. Press Release, dated July 30, 2002.

This current report on Form 6-K is hereby incorporated by reference into our Registration Statement on Form F-3 filed with the Securities and Exchange Commission on May 9, 2001 (File No. 333-13480).

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FOR IMMEDIATE RELEASE

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NETIA MAKES ANNOUNCEMENT ON ARRANGEMENT PLAN

WARSAW, Poland - July 29, 2002 - Netia Holdings S.A. (Nasdaq: NTIAQ, WSE: NET), Poland's largest alternative provider of fixed-line telecommunications services, today announced that the arrangement plan for Netia Holdings S.A. is currently awaiting the required approval by the Polish court; the hearing regarding this approval was today re-scheduled for August 8, 2002, when the court indicated that it would make a final decision.

Some of the information contained in this news release contains forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. For a more detailed description of these risks and factors, please see the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 20-F filed with the Commission on March 28, 2002, its Current Report on Form 6-K filed with the Commission on April 3, 2002, its Current Reports on Forms 6-K filed with the Commission on May 6, 2002, its Current Report on Form 6-K filed with the Commission on May 7, 2002, its Current Report on Form 6-K filed with the Commission on May 20, 2002, its Current Report on Form 6-K filed with the Commission on May 24, 2002, its Current Report on Form 6-K filed with the Commission on June 28, 2002, and its Current Report on Form 6-K filed with the Commission on July 2, 2002. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

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CHANGE IN ADS RATIO FOR NETIA HOLDINGS S.A.

WARSAW, Poland – July 30, 2002 – Netia Holdings S.A. (Nasdaq: NTIAQ/NTIDQ, WSE: NET), Poland's largest alternative provider of fixed-line telecommunications services, today announced that, as of the opening of trading on the Nasdaq today, each of Netia's American Depositary Shares represents four of its Ordinary Shares. Before today, Netia's ADS-to-Ordinary Shares ratio was one-to-one. The change in the ADS-to-Ordinary Shares ratio has been effected without charge to investors.

For the next 20 trading days, the ticker symbol for Netia Holdings S.A. will be "NTIDQ." After expiration of these 20 trading days, the symbol will revert to NTIAQ.

Some of the information contained in this news release contains forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. For a more detailed description of these risks and factors, please see the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 20-F filed with the Commission on March 28, 2002, its Current Report on Form 6-K filed with the Commission on April 3, 2002, its Current Reports on Forms 6-K filed with the Commission on May 6, 2002, its Current Report on Form 6-K filed with the Commission on May 7, 2002, its Current Report on Form 6-K filed with the Commission on May 20, 2002, its Current Report on Form 6-K filed with the Commission on May 24, 2002, its Current Report on Form 6-K filed with the Commission on June 28, 2002, and its Current Report on Form 6-K filed with the Commission on July 2, 2002. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

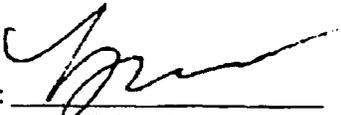
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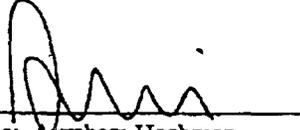
SIGNATURES

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

Date: July 31, 2002

NETIA HOLDINGS S.A.

By: 
Name: Kjell-Ove Blom
Title: acting President

By: 
Name: Abraham Hochman
Title: VP Finance