TELEFONICA BRASIL S.A.
Form 6-K
February 16, 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

**For the month of February, 2012**

**Commission File Number: 001-14475**

# TELEFÔNICA BRASIL S.A.

**(Exact name of registrant as specified in its charter)**

# TELEFONICA BRAZIL S.A.

**(Translation of registrant s name into English)**

**Rua Martiniano de Carvalho, 851 21o andar**
**São Paulo, S.P.**
**Federative Republic of Brazil**

(Address of principal executive office)

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

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):

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):

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# TELEFÔNICA BRASIL S.A.

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1. Press Release entitled *Telefônica Brasil S.A. 4Q11 and 2011 Results* dated on February 16, 2012.

## Board of Director´s Message

There are several manners for evaluating our performance in 2011. One of them is to review the business results. However, the most relevant thing we have done along the year is maybe something that is beyond what figures can show, although they are useful for confirming the right decisions we have made. The actions I would like to emphasize are those concerning true leadership – that is, leadership resulting from the quality of practices and attitudes that make all the difference. Being a leader is actually being a reference, setting out trends, adopting practices that become a benchmark on the market, imposing new standards that aggregate value.

In 2011, we implemented key stages in the integration process between Telefônica and Vivo on a smooth, ethical, fast and well-succeeded manner. Merging such two big companies, thus creating the largest company in the industry in Brazil in terms of market value, is already quite a great achievement. However, the manner how we did it and the governance model we have adopted are evidence of how a leading company behaves.

We have fully complied with the recommendations made in CVM's Guideline Opinion 35, without any challenge whatsoever by the parties or the bodies involved and fully respecting minority shareholders. The market has unequivocally acknowledged this and other strengths in our organization: along a year in which the Ibovespa (São Paulo Stock Index) dropped by 18%, our shares appreciated by 20%.

Our integration of the two companies has not been less complex than other similar processes – or, saying in better words, it was indeed most challenging because it concerned the merger of two high performance staffs. However, our merger ended by giving rise to quite favorable winds, which caused our employees' satisfaction and engagement rate to rise to levels that not even us could imagine reaching in our most ambitious goals.

In our pursuance to implement transformations that benefit customers and the society on a sustainable basis, in the first semester of 2012 we will open the new datacenter, one of the largest in Latin America and one of the most advanced in the world. It has been designed based on the perspective of growth in our services within a 10-year horizon and already provides for expansions thereafter. Thus, we ensure processing capacity for successfully meeting the growth in our customer base, the increase in the use of our current services and the demands that will come from products and services not yet provided.

Another evidence of how leading organizations prepare and model future is our investment in the FTTH (Fiber To The Home) network. We already have 50 thousand connected customers and more than 1 million homes able to use such service (home passed) in the Capital and in other 15 cities in the State of São Paulo. Once again, we are pioneers in this branch of activity: up to this moment, this advanced technology has been implemented by just a few state-of-the-art operators in the whole world and is a further investment turned to the present and to the long-term.

These actions express our focus on the business and our awareness of the importance our services have. Connectivity allows people to have access to a lot of possibilities for developing themselves and thus live better, in a most human, intelligent, safe and funny manner. This has been also the purpose of our investments in the 3G network. We provide this service in more than 2.5 thousand municipalities – greater than the cover provided by all the other mobile service operators considered as a whole. This year, we launched Vivo Fixo and Vivo Box, which solutions are available in the metropolitan regions of Porto Alegre, Rio de Janeiro, Belo Horizonte and Vitória, and will be extended to other locations in 2012. Such actions are evidence of the steps we have taken towards capturing synergies and developing solutions as from an integrated fixed-mobile view.

We have continued to follow several fronts with a view to achieve quality in everything that is important to the customer. We top the ranking of services quality evaluated by the Anatel. In terms of assistance, we have continued to lead the IDA (Assistance Performance Index). As regards the Procons (Consumer Rights Protection

agency), we are the company that records the lowest rate of complaints. All the facts above are quite important. Apart from our leading edges in products, services, plans and intelligence of our offers, quality is an ingredient that captivates and retains customers and strengths trust relations.

Innovation is another vector that is responsible for multiplying connections among people and our connection with our customers. Innovating is something we do in multiple dimensions. One of them is by adding new products and services to our portfolio, such as Vivo Direto, which allows customers to speak throughout Brazil by simply touching a key; HSPA+, which allows customers who own compatible mobile phones to reach data transmission rates up to three times greater than conventional 3G rates; or, further, At Home, a residential automation service already adopted in 20% of the high standard real estate launches in the metropolitan region of São Paulo. Another new service began to be provided after the network started operating at 1,800 MHz frequency, which allows the usage of Vivo chip in any unblocked cell phone, the sole company that offers such benefit in Brazil.

Innovating is also providing the land with nutrients in order to ferment talents and innovations. An example of this is Wayra, an initiative the purpose of which is to find and support talents. It is under this same spirit that we have continued to keep a strong presence in and to be the main sponsor of the Campus Party Brazil, the largest event for innovation, creativeness, digital entertainment and technology in the world.

The above mentioned projects are added by tenths of other actions related to sponsorship and programs designed to democratize access of people to culture, stimulate social inclusion by means of sports and the social use of information and Communication Technologies. Our investments in social projects have gained a new force as a result of the integration of the two companies, with Instituto Vivo having been absorbed by Fundação Telefônica. I am sure, in this case, that the sum will multiply the results.

Our services have overcome even environmental challenges. On one hand, because connectivity allows building of networks of people who exchange ideas, develop environmental protection and eco-efficiency projects, disseminate solutions for minimizing adverse impacts on the environment, and stimulate most conscious attitudes and behaviors. On the other hand, because our services allow people to interact without physically moving from one place to another, without the need of transport and travel and, therefore, the emissions of pollutant gases and consumption of natural resources related thereto.

From the customers to the employees, from the shareholders to the different sectors in the society, from the government to the partners and suppliers, I believe that all our relationships will be contemplated by the important initiatives and achievements we developed in 2011. They represent actions that strengthened our trust relations. They make us feel very proud. After all, Telefônica Brasil is, today, one of the 20 largest telecommunication companies in the world and, more than that, is a leading company on a broad sense – as it concerns quality, innovation, people management, generation of value to shareholders, sustainable practices …

Therefore, we have good reasons to be optimistic when we look to the future and to be willing to do much more, being also favored by the Brazilian context, and counting on a key benchmark in our branch of activity, that is, the opening of the cable TV market. This favorable scenario brings additional consumers into the market and more demand for our services, which evidences the path we have to follow: that is, to offer each time more services, with the largest possible coverage, the best quality, and more innovating contents. We, thus, feed a spiral that generates more than business growth. It generates value to everybody.

For all that, we thank the customers, shareholders, suppliers, financial institutions and other entities for their support and trust and, in special, to our employees for their dedication and efforts undertaken, responsible for the achievement of results.

Antonio Carlos Valente da Silva

President

## Dividends

Dividends declared by Telefônica Brasil based on the societary net income of 2011 totaled R$ 4.2 billion, a total of R$ 3.507065 per share ON and R$ 3.857772 per share PN, as stated in the table below.

On February 15, 2012, the Board of Directors proposed a dividend of R$ 1.630093 per common share and R$ 1.793102 per preferred share, a total net amount of R$ 1.953,0 million.

Such dividend, is based on the net income of 2011 and not distributed yet for common and preffered shareholders, is composed of IOC, in dividends, in the net amount of R$ 64.9 million. The dividend proposal will be submitted to the General Shareholder Meeting to be held in 2012.

The amounts deliberated during 2011 and the mentioned proposal of dividends deliberation to be approved in the General Shareholder Meeting, shows that 100% of the adjusted net income of the year will be distributed to shareholders as dividends and interest on own capital.

In order to make the analysis easier, we included in the “Appendix IV” of this report the history of past dividends and of the merger of Vivo Participações S.A. into Telecomunicações de São Paulo S.A.

SIGNATURE

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.

**TELEFÔNICA BRASIL S.A.**

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| Date: | February 16, 2012 | By: | /s/ Carlos Raimar Schoeninger |
| | | Name: | Carlos Raimar Schoeninger |
| | | Title: | Investor Relations Director |