

OI S.A.  
Form SC 13D/A  
August 07, 2015

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 7)\***

**Oi S.A.**

(Name of Issuer)

**Common Shares, no par value**

(Title of Class of Securities)

**670851 104\*\***

(CUSIP Number)

**Luís Manuel da Costa de Sousa de Macedo, General Secretary**

**Pharol, SGPS S.A.**

**(formerly known as Portugal Telecom, SGPS, S.A.)**

**Rua Joshua Benoliel, 1, 2C, Edifício Amoreiras Square**

**1250-133 Lisboa, Portugal**

**+351-21-500-1701**

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

**July 22, 2015**

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(Date of Event Which Requires Filing of this Statement)

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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §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 CUSIP number is for the American Depositary Shares relating to the Common Shares. No CUSIP number exists for the underlying Common Shares, since such shares are not traded in the United States.

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, as amended ("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. 670851 104

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>I.R.S. Identification No.<br>Pharol, SGPS S.A.          |   |
| 2.  | Check the Appropriate Box if a Member of a Group                                    |   |
|     | (a)   | o |
|     | (b)   | o |
| 3.  | SEC Use Only  |   |
| 4.  | Source of Funds<br>OO   |   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6.  | Citizenship or Place of Organization<br>Portuguese Republic                         |   |
| 7.  | Sole Voting Power<br>108,217,192(1)   |   |
| 8.  | Shared Voting Power<br>0(2)   |   |
| 9.  | Sole Dispositive Power<br>108,217,192(1)  |   |
| 10. | Shared Dispositive Power<br>0(2)  |   |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>108,217,192 (2)     |   |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares                   | o |
| 13. | Percent of Class Represented by Amount in Row (11)<br>38.96%(2)                     |   |
| 14. | Type of Reporting Person<br>CO  |   |

(1) Includes (a) 57,145,521 Common Shares of Oi S.A. ( Oi ) held directly by Pharol, SGPS S.A. ( Pharol ), (b) 3,636,799 Common Shares held by Bratel Brasil S.A., one of the other Reporting Persons and a subsidiary of Pharol, and (c) 47,434,872 Common Shares with respect to which Pharol has a call option, as described in Item 4 of this Statement on Schedule 13D.

(2) The percentage reported in Row (13) assumes that all the Common Shares subject to Pharol's call option are outstanding, although the Common Shares subject to the call option are expected to be held in treasury by Oi and its subsidiaries until the earlier of the exercise or expiration of the call option. Given the termination of the shareholders' agreements described in Item 4 and Item 6 of this Statement on Schedule 13D, the aggregate amount beneficially owned reported in Row (11) and the percentage reported in Row (13) no longer include the Common Shares of Oi with respect to which the Reporting Person previously deemed to share voting and dispositive power pursuant to such shareholders' agreements. Furthermore, once the merger of the entities that directly and indirectly own shares issued by Oi, including TmarPart, into Oi is completed and Oi's new bylaws are approved, Pharol will have its voting power, direct and indirect, limited to 15% of the number of Common Shares of Oi in which the voting capital stock is divided.



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CUSIP No. 670851 104

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>I.R.S. Identification No.<br>Bratel B.V.                |   |
| 2.  | Check the Appropriate Box if a Member of a Group                                    |   |
|     | (a)   | o |
|     | (b)   | o |
| 3.  | SEC Use Only  |   |
| 4.  | Source of Funds<br>OO   |   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6.  | Citizenship or Place of Organization<br>Kingdom of the Netherlands                  |   |
| 7.  | Sole Voting Power<br>3,636,799(1)   |   |
| 8.  | Shared Voting Power<br>0(2)   |   |
| 9.  | Sole Dispositive Power<br>3,636,799(1)  |   |
| 10. | Shared Dispositive Power<br>0(2)  |   |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,636,799(2)        |   |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares                   | o |
| 13. | Percent of Class Represented by Amount in Row (11)<br>1.31%(2)                      |   |
| 14. | Type of Reporting Person<br>CO  |   |

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(1) Represents Common Shares held by Bratel Brasil S.A., one of the other Reporting Persons and a subsidiary of Bratel B.V.

(2) The percentage reported in Row (13) assumes that all the Common Shares subject to Pharol's call option are outstanding, although the Common Shares subject to the call option are expected to be held in treasury by Oi and its subsidiaries until the earlier of the exercise or expiration of the call option. Given the termination of the shareholders' agreements described in Item 4 and Item 6 of this Statement on Schedule 13D, the aggregate amount beneficially owned reported in Row (11) and the percentage reported in Row (13) no longer include the Common Shares of Oi with respect to which the Reporting Person previously deemed to share voting and dispositive power pursuant to such shareholders' agreements. Furthermore, once the merger of the entities that directly and indirectly own shares issued by Oi, including TmarPart, into Oi is completed and Oi's new bylaws are approved, Pharol will have its voting power, direct and indirect, limited to 15% of the number of Common Shares of Oi in which the voting capital stock is divided.



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CUSIP No. 670851 104

- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>I.R.S. Identification No.<br>Bratel Brasil S.A.         |   |
| 2.  | Check the Appropriate Box if a Member of a Group                                    |   |
|     | (a)   | o |
|     | (b)   | o |
| 3.  | SEC Use Only  |   |
| 4.  | Source of Funds<br>OO   |   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6.  | Citizenship or Place of Organization<br>Federative Republic of Brazil               |   |
| 7.  | Sole Voting Power<br>3,636,799  |   |
| 8.  | Shared Voting Power<br>0(1)   |   |
| 9.  | Sole Dispositive Power<br>3,636,799   |   |
| 10. | Shared Dispositive Power<br>0(1)  |   |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,636,799(1)        |   |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares                   | o |
| 13. | Percent of Class Represented by Amount in Row (11)<br>1.31%(1)                      |   |
| 14. | Type of Reporting Person<br>CO  |   |

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(1) The percentage reported in Row (13) assumes that all the Common Shares subject to Pharol's call option are outstanding, although the Common Shares subject to the call option are expected to be held in treasury by Oi and its subsidiaries until the earlier of the exercise or expiration of the call option. Given the termination of the shareholders' agreements described in Item 4 and Item 6 of this Statement on Schedule 13D, the aggregate amount beneficially owned reported in Row (11) and the percentage reported in Row (13) no longer include the Common Shares of Oi with respect to which the Reporting Person previously deemed to share voting and dispositive power pursuant to such shareholders' agreements. Furthermore, once the merger of the entities that directly and indirectly own shares issued by Oi, including TmarPart, into Oi is completed and Oi's new bylaws are approved, Pharol will have its voting power, direct and indirect, limited to 15% of the number of Common Shares of Oi in which the voting capital stock is divided.

**Preliminary Statement**

This Amendment No. 7 (this Amendment ) amends the Statement on Schedule 13D, filed on June 13, 2012 (the Original Schedule 13D ), by the entities identified on the cover pages of this Schedule 13D (collectively, the Reporting Persons ), as amended by Amendment No. 1 filed on October 8, 2013 ( Amendment No. 1 ), Amendment No. 2 filed on February 27, 2014 ( Amendment No. 2 ), Amendment No. 3 filed on May 14, 2014 ( Amendment No. 3 ), Amendment No. 4 filed on July 28, 2014 ( Amendment No. 4 ), Amendment No. 5 filed on September 17, 2014 ( Amendment No. 5 ) and Amendment No. 6 filed on March 30, 2015 ( Amendment No. 6 ); the Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and Amendment No. 6, and as further amended by this Amendment, this Statement ), by the Reporting Persons. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and/or Amendment No. 6 (as applicable).

On October 1, 2013, Pharol, SGPS S.A. (formerly known as Portugal Telecom, SGPS, S.A., the Company ) entered into a Memorandum of Understanding ( MOU ) with Oi S.A. ( Oi or the Issuer ), AG Telecom Participações S.A. ( AG Telecom ), LF Tel. S.A. ( LF Tel ), Pasa Participações S.A. ( Paşa ), EDSP75 Participações S.A. ( EDSP75 ), Bratel Brasil S.A. ( Bratel Brasil ) and, together with AG Telecom, LF Tel, Pasa, EDSP75 and Telemar Participações S.A. ( TmarPart ), the Oi Holding Companies ), Avistar, SGPS, S.A., a shareholder of the Company and an affiliate of Banco Espírito Santo, S.A. ( BES ), and Nivalis Holding B.V., a shareholder of the Company and an affiliate of RS Holding, SGPS, S.A. ( Nivalis ), with respect to a proposed combination (the Business Combination ) of the businesses of the Company, Oi and the Oi Holding Companies into TmarPart. The Company and Oi announced the Business Combination on October 2, 2013. Pursuant to the Business Combination, among other things, Oi has become the owner of the PT Assets (as defined below). Under the original structure for the Business Combination contemplated by the MOU, Oi was expected to become a wholly owned subsidiary of TmarPart through the merger of shares (*incorporação de ações*) of Oi with TmarPart (the Merger of Shares ), and the Company was expected to merge with and into TmarPart with TmarPart as the surviving company (the Portugal Telecom Merger ).

As previously reported in Amendment No. 3, on May 5, 2014, Oi completed the Oi Capital Increase (as defined in Amendment No. 1), pursuant to which, among other things, Oi issued Common Shares and Preferred Shares to the Company in exchange for the transfer by the Company to Oi of all of the shares of PT Portugal, SGPS, S.A. ( PT Portugal ), which, at the time of the transfer, owned the PT Assets (as defined in Amendment No. 3).

As previously reported in Amendment No. 4, the PT Assets included all of the shares of PT Portugal and Portugal Telecom International Finance B.V. ( PTIF ) and, together with PT Portugal, the Oi Subsidiaries ), which held certain short-term investments (the Rioforte Investments ) issued by Rio Forte Investments S.A. ( Rioforte ). The Rioforte Investments, in the aggregate amount of 897 million, matured on July 15 and 17, 2014 and were not repaid by



Rioforte. On July 15, 2014, the Company and Oi entered into a new memorandum of understanding (the Second MOU ) with respect to the Rioforte Investments and the Business Combination that was described in Amendment No. 4. The Second MOU provided that its terms would be implemented through definitive agreements (the Definitive Agreements ) to be agreed among the parties, including agreements with respect to the Exchange and the Call Option described in Amendment No. 4.

As previously reported in Amendment No. 5, on September 8, 2014, an extraordinary general shareholders meeting of the Company shareholders approved the execution by the Company of the Definitive Agreements, including the Exchange Agreement, and Other Covenants (the Exchange Agreement ) and the Call Option Agreement, and Other Covenants (the Call Option Agreement ), based on the terms of the Exchange Agreement and Call Option Agreement agreed by the parties thereto (with execution subject to approval by the Company shareholders and other conditions) on July 28, 2014. The Definitive Agreements were executed on September 8, 2014.

As previously reported in Amendment No. 6, the Exchange was consummated on March 30, 2015, pursuant to which (1) the Company deposited the Restricted Shares with the Depositary and instructed the Depositary to register the transfer of the Restricted ADSs to PTIF and (2) PTIF transferred to the Company the Rioforte Investments in the aggregate principal amount of \$897 million in exchange for the Restricted Shares pursuant to the Exchange Agreement, as modified by the Rioforte Investments Assignment Agreement.

In addition, the parties to the Business Combination had previously come to the conclusion that the Portugal Telecom Merger was no longer a viable step in the Business Combination. On March 31, 2015, the shareholders of TmarPart decided to approve an alternative to the previous structure of the Business Combination that would not involve the Merger of Shares or the listing of TmarPart on the *Novo Mercado* segment of BM&FBOVESPA. The new proposed corporate and management structure of Oi provides for the merger of the entities that directly and indirectly own shares issued by Oi, including TmarPart, into Oi's existing corporation (the New Oi Merger ), eliminating the Merger of Shares. The new structure also contemplates a voluntary exchange of Oi's preferred shares (the Preferred Shares ) for Oi's common shares (the Common Shares ), at the option of the preferred shareholders (the Voluntary Share Exchange ), the approval of new bylaws of Oi (the New Oi Bylaws ), the election of Oi's new Board of Directors (the New Oi Board ), and other steps that are described in more detail under Item 4 below.

On July 22, 2015, the board of directors of Oi acting at a meeting approved, among other matters:

- the execution of the Protocol of Merger and Instrument of Justification (*Protocolo e Justificação da Incorporação*) relating to the New Oi Merger;
- the submission for approval to the shareholders of Oi of the New Oi Bylaws;

- the submission for approval to the shareholders of Oi of the election of the New Oi Board;
- the voluntary exchange of Preferred Shares for Common Shares, at the option of the preferred shareholders (the Voluntary Share Exchange ); and
- the call of the Extraordinary Shareholders Meeting of Oi to consider and vote on, among other matters, the proposal for the New Oi Merger, the adoption of the New Oi Bylaws and the election of the New Oi Board.

The fiscal councils of Oi and TmarPart issued favorable opinions regarding the New Oi Merger in meetings held on July 9, 2015 and July 15, 2015, respectively.

Pursuant to the Voluntary Share Exchange, Preferred Shares would be exchanged for Common Shares at the option of the preferred shareholders at an exchange rate of 0.9211 Common Shares for each Preferred Share. The Voluntary Share Exchange requires that the holders of at least two-thirds of Preferred Shares (excluding treasury shares) agree to exchange their Preferred Shares for Common Shares within a period of 30 days commencing after the Extraordinary Shareholders Meeting of Oi at which the opening of the period for the Voluntary Share Exchange is approved.

On July 22, 2015, (1) the parties to the Global Shareholders Agreement entered into the Second Amendment to the Terms of Termination of the Shareholders Agreement of Telemar Participações S.A. executed on February 19, 2014 and amended on September 8, 2014 (*2º Aditivo ao Termo de Resilição do Acordo de Acionistas da Telemar Participações S.A. celebrado em 19 de Fevereiro de 2014 e aditado em 8 de Setembro de 2014*), dated July 22, 2015, among AG Telecom, AG, BNDES, PREVI, FASS, FUNCEF, PETROS, Jereissati, LF Tel, Bratel Brasil and, as intervening parties, TmarPart and the Company (the Second Amendment to the Terms of Termination of the Global Shareholders Agreement ), in order to amend the conditions for the implementation of the termination of the Global Shareholders Agreement, and (2) the parties to the Control Group Shareholders Agreement entered into the Second Amendment to the Terms of Termination of the Shareholders Agreement of Telemar Participações S.A. executed on February 19, 2014 and amended on September 8, 2014 (*2º Aditivo ao Termo de Resilição do Acordo de Acionistas da Telemar Participações S.A. celebrado em 19 de Fevereiro de 2014 e aditado em 8 de Setembro de 2014*), dated July 22, 2015, among AG Telecom, LF Tel, FASS and, as intervening parties, TmarPart (the Second Amendment to the Terms of Termination of the Control Group Shareholders Agreement and, together with the Second Amendment to the Terms of Termination of the Global Shareholders Agreement, the Second Amendments to the Terms of Termination of the Shareholders Agreements ), in order to amend the conditions for the implementation of the termination of the Control Group Shareholders Agreement. The Second Amendments to the Terms of Termination of the Shareholders Agreements are described in more detail in Item 4 below.

The Reporting Persons are filing this Amendment No. 7 to update the information previously reported in the following items of the Statement as a result of the Second Amendment to the Terms of Termination of the Shareholders

Agreement of Telemar Participações S.A. and

the approval by the board of directors of Oi of the proposed Voluntary Share Exchange, which will commence after the Extraordinary Shareholders Meeting of Oi at which the opening of the period for the exchange is approved.

## **Item 2. Identity and Background**

The information set forth in Exhibit 2 to the Statement, as updated in Amendment No. 6, is hereby further supplemented with the following information:

On May 29, 2015, a meeting of the shareholders of the Company was held, and the new Board of Directors of the Company was appointed. The members of the Board are described in Exhibit 2 of this amendment.

The last two paragraphs of Item 2 of the Statement, as previously amended, are hereby amended and restated in their entirety as follows:

The name, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) and citizenship of each director and executive officer, as applicable, of each Reporting Person is provided on Exhibit 2 to the Amendment, which is incorporated by reference herein.

During the last five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any person named on Exhibit 2 (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was 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.

## **Item 4. Purpose of Transaction**

The following new subsection is added at the end of Item 4 of the Statement:

On July 22, 2015, the board of directors of Oi acting at a meeting approved, among other matters:

- the execution of the Protocol of Merger and Instrument of Justification (*Protocolo e Justificação da Incorporação*) relating to the New Oi Merger;

- the submission for approval to the shareholders of Oi of the New Oi Bylaws;
- the submission for approval to the shareholders of Oi of the election of the New Oi Board;
- the Voluntary Share Exchange; and

- the call of the Extraordinary Shareholders Meeting of Oi to consider and vote on, among other matters, the proposal for the New Oi Merger, the adoption of the New Oi Bylaws and the election of the New Oi Board.

The fiscal councils of Oi and TmarPart issued favorable opinions regarding the New Oi Merger in meetings held on July 9, 2015 and July 15, 2015, respectively.

Upon the approval of the New Oi Bylaws, any shareholder of Oi, including the Company, will have its voting rights limited to 15% of the aggregate voting rights of Oi's shareholders. As described in Amendment No. 6, on March 31, 2015, the shareholders of TmarPart have agreed that this voting rights limitation will cease to be applicable upon the occurrence of certain events, including a capital increase, a corporate restructuring or a tender offer, in each case resulting in a reduction in the present shareholder positions (or the acquisition of shares, as the case may be) greater than 50%.

The New Oi Merger is part of a number of transactions intended to simplify the ownership of Oi. According to Oi, the New Oi Merger will cause:

- A transfer of net assets of TmarPart, valued at R\$122,411,986.41, into the shareholders' equity of Oi without causing a dilution of the existing equity holders;
- Each common share issued by TmarPart to be exchanged for 0.00197105 new Common Shares and 0.0022510538 new Preferred Shares;
- The current shareholders of TmarPart to receive the same number of Common Shares and Preferred Shares as currently held by TmarPart and its wholly-owned subsidiary Valverde Participações immediately prior to the New Oi Merger; and
- TmarPart and Valverde to cease to exist.

*Terms of Termination of the Shareholders' Agreements*

Under the Second Amendments to the Terms of Termination of the Shareholders' Agreements the parties thereto agreed that:

- the termination of the Global Shareholders Agreement and the Control Group Shareholders Agreement (together the Shareholders Agreements ) will become effective upon the call of the Extraordinary Shareholders Meeting of Oi to vote on the New Oi Merger;
- in the event that the New Oi Merger is not approved within 32 days of the date of the call of the Extraordinary Shareholders Meeting to vote on the New Oi Merger, the termination of the Shareholders Agreements will automatically be void; and
- in the event that the termination of the Shareholders Agreements becomes void, the Shareholders Agreements will again come into force, in their entirety, on the 33<sup>rd</sup> day after the call of the Extraordinary Shareholders Meeting to vote on the New Oi Merger.

**Item 5. Interest in Securities of the Issuer**

Items 5(a),(b) and (c)

The information set forth in Items 5(a), (b) and (c) of the Statement is hereby amended by adding the following paragraphs at the end of the subsection of the Statement entitled Information as to Common Shares of the Issuer that May Be Deemed to Be Beneficially Owned by the Reporting Persons :

After giving effect to the approval of the New Oi Bylaws and the completion of the New Oi Merger, and in accordance with the terms of termination of the shareholder s agreements, the Reporting Persons may be deemed to beneficially own, directly and indirectly, 84,169,978 of Common Shares, or 36.55% of the issued and outstanding Common Shares (and 131,602,850 of Common Shares, or 47.39% of the issued and outstanding Common Shares, assuming full exercise by the Company of the Call Option) but will have their voting power, individually and in the aggregate, limited to 15% of Oi s issued and outstanding share capital.

The Reporting Persons existing beneficial ownership interests in the capital stock of TmarPart and Oi, taking into account (1) the shares acquired by such Reporting Persons in the Oi Capital Increase, (2) the share exchanges described in Item 6 of Amendment No. 2, (3) the subscription and conversion of the debentures referred to in Item 4 of Amendment No. 3, (4) the consummation of the Exchange described in Item 4 of Amendment No. 5, (5) the consummation of the New Oi Merger described in Item 4 of this Amendment, (6) the consummation of the Voluntary Exchange Program described in Item 4 of this Amendment, and (7) the effectiveness of the approval of the New Oi Bylaws described in Item 4 of this Amendment, are expected to cause the Company to beneficially own interests in Oi such that the Company is expected to hold a minimum stake of 27.2% of Oi s issued and outstanding share capital (assuming (i) the minimum participation of two-thirds of the Preferred Shares in the Voluntary Exchange Program, and (ii) no exercise by the Company of the Call Option).

The information set forth in Item 4 of this Amendment is hereby incorporated by reference in this Item 5.

**Item 6. Contracts, Agreements, Understandings or Relationships with Respect to Securities of the Issuer**

The following new subsection is added at the end of Item 6 of the Statement:

***Second Amendments to the Terms of Termination of the Shareholders Agreements***

On July 22, 2015, (1) the parties to the Global Shareholders Agreement entered into the Second Amendment to the Terms of Termination of the Global Shareholders Agreement, and (2) the parties to the Control Group Shareholders Agreement entered into the Second Amendment to the Terms of Termination of the Control Group Shareholders Agreement, in order to amend the conditions for the implementation of the termination of the Global Shareholders Agreement and the Control Group Shareholders Agreement. Each of these amendments is described in more detail in



Item 4 above, which description is incorporated by

reference in this Item 6. The description of the Second Amendments to the Terms of Termination of the Shareholders' Agreements are summaries only and are qualified in their entirety by the terms of the Second Amendments to the Terms of Termination of the Shareholders' Agreements, which are filed as Exhibit 47 and Exhibit 48, respectively to this Amendment and are incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

| Exhibit | Description  |
|---------|--|
| 1.      | Joint Filing Agreement, dated as of July 28, 2014, by and between the Reporting Persons, which supersedes previous Joint Filing Agreement, dated as of October 7, 2013 (incorporated by reference to Exhibit 1 of Amendment No. 4 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on July 28, 2014 (SEC File No. 005-83981)).   |
| 2.      | Directors and Executive Officers of the Reporting Persons.   |
| 3.      | Shareholders Agreement of Telemar Participações S.A., dated as of April 25, 2008, among AG Telecom Participações S.A., LF Tel S.A., Fundação Atlântico de Seguridade Social, Asseca Participações S.A. and, as intervening parties, Telemar Participações S.A. and Andrade Gutierrez Investimentos em Telecomunicações S.A. (English translation) (incorporated by reference to the Form 6-K of Tele Norte Leste Participações S.A. filed on February 19, 2009 (SEC File No. 001-14487)).  |
| 4.      | Amendment to the Shareholders Agreement of Telemar Participações S.A., dated as of January 25, 2011, among AG Telecom Participações S.A., Luxemburgo Participações S.A., LF Tel S.A., Fundação Atlântico de Seguridade Social, and, as intervening party, Telemar Participações S.A. (English translation) (incorporated by reference to Exhibit 3.02 of the Form 20-F of Tele Norte Leste Participações S.A. filed on May 4, 2011 (SEC File No. 001-14487)).  |
| 5.      | Private Shareholders Agreement of Telemar Participações S.A., dated as of April 25, 2008, among AG Telecom Participações S.A., LF Tel S.A., Asseca Participações S.A., BNDES Participações S.A. BNDESPAR, Fiago Participações S.A., Fundação Atlântico de Seguridade Social and, as intervening parties, Telemar Participações S.A., Caixa de Previdência dos Funcionários do Banco do Brasil PREVI, Fundação Petrobras de Seguridade Social PETROS, Fundação dos Economistas Federais FUNCEF and Andrade Gutierrez Investimentos em Telecomunicações S.A. (English translation) (incorporated by reference to the Form 6-K/A of Tele Norte Leste Participações S.A. filed on November 27, 2009 (SEC File No. 001-14487)). |
| 6.      | Amendment to the Shareholders Agreement of Telemar Participações S.A., dated as of January 25, 2011, among AG Telecom Participações S.A., Luxemburgo Participações S.A., BNDES Participações S.A. BNDESPar, Caixa de Previdência dos Funcionários do Banco do Brasil PREVI, Fundação Atlântico de Seguridade Social, Fundação dos Economistas Federais FUNCEF, Fundação Petrobras de Seguridade Social PETROS, LF Tel S.A., Bratel Brasil S.A. and, as intervening parties, Telemar Participações S.A. and Portugal Telecom, SGPS S.A. (English translation) (incorporated by reference to Exhibit 3.04 of the Form 20-F of Tele Norte Leste Participações S.A. filed on May 4, 2011 (SEC File No. 001-14487)).            |

7. Shareholders Agreement of Pasa Participações S.A., dated as of January 25, 2011, among Andrade Gutierrez Telecomunicações Ltda., Bratel Brasil S.A. and, as intervening parties, Pasa Participações S.A., AG Telecom Participações S.A., Luxemburgo Participações S.A., La Fonte Telecom S.A., EDSP75 Participações S.A., LF Tel S.A. and Portugal Telecom, SGPS, S.A. (English translation). (incorporated by reference to Exhibit 4.10 of the Form 20-F of Pharol, SGPS S.A. filed on May 6, 2011 (SEC File No. 001-13758)).
8. Shareholders Agreement of EDSP75 Participações S.A., dated as of January 25, 2011, among La Fonte Telecom S.A., Bratel Brasil S.A. and, as intervening parties, EDSP75 Participações S.A., LF Tel S.A., Pasa Participações S.A., Andrade Gutierrez Telecomunicações Ltda., AG Telecom Participações S.A., Luxemburgo Participações S.A., and Portugal Telecom, SGPS, S.A. (English translation). (incorporated by reference to Exhibit 4.11 of the Form 20-F of Pharol, SGPS S.A. filed on May 6, 2011 (SEC File No. 001-13758)).
9. Memorandum of Understanding, dated as of October 1, 2013, among Oi S.A., AG Telecom Participações S.A., LF Tel. S.A., Pasa Participações S.A., EDSP75 Participações S.A., Bratel Brasil S.A., Portugal Telecom, SGPS, S.A., Avistar, SGPS, S.A. and Nivalis Holding B.V. (incorporated by reference to Exhibit 9 of Amendment No. 1 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on October 8, 2013 (SEC File No. 005-83981)).
10. Memorandum of Understanding relating to CTX Participações S.A. and Contax Participações S.A., dated as of October 1, 2013, among AG Telecom Participações S.A., Andrade Gutierrez Telecomunicações Ltda., LF Tel. S.A., La Fonte Telecom S.A., Pasa Participações S.A., EDSP75 Participações S.A., Bratel Brasil S.A. and Portugal Telecom, SGPS, S.A. (incorporated by reference to Exhibit 10 of Amendment No. 1 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on October 8, 2013 (SEC File No. 005-83981)).
11. Share Exchange Agreement (*Contrato de Permuta de Participações Societárias*), dated as of February 19, 2014, among Andrade Gutierrez S.A., Bratel Brasil S.A. and, as intervening parties, Pasa Participações S.A., AG Telecom Participações S.A., Jereissati Telecom S.A., EDSP75 Participações S.A., L.F. Tel S.A. and Fundação Atlântico de Seguridade Social (English Translation) (incorporated by reference to Exhibit 11 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).

12. Share Exchange Agreement (*Contrato de Permuta de Participações Societárias*), dated as of February 19, 2014, among Jereissati Telecom S.A., Bratel Brasil S.A. and, as intervening parties, Pasa Participações S.A., AG Telecom Participações S.A., Andrade Gutierrez S.A., EDSP75 Participações S.A., L.F. Tel S.A. and Fundação Atlântico de Seguridade Social (English Translation) (incorporated by reference to Exhibit 12 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
13. Second Amendment to the Shareholders Agreement of Telemar Participações S.A. (*2º Aditivo ao Acordo de Acionistas da Telemar Participações S.A.*), dated as of February 19, 2014, among AG Telecom Participações S.A., LF Tel S.A., Fundação Atlântico de Seguridade Social and, as intervening party, Telemar Participações S.A. (English Translation) (incorporated by reference to Exhibit 13 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
14. Terms of Termination of the Shareholders Agreement of Telemar Participações S.A. (*Termo de Resilição do Acordo de Acionistas da Telemar Participações S.A.*), dated as of February 19, 2014, among AG Telecom Participações S.A., LF Tel S.A., Fundação Atlântico de Seguridade Social and, as intervening party, Telemar Participações S.A. (English Translation) (incorporated by reference to Exhibit 14 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
15. Second Amendment to the Shareholders Agreement of Telemar Participações S.A. (*2º Aditivo ao Acordo de Acionistas da Telemar Participações S.A.*), dated as of February 19, 2014, among AG Telecom Participações S.A., BNDES Participações S.A. BNDESPAR, Caixa de Previdência dos Funcionários do Banco do Brasil PREVI, Fundação Atlântico de Seguridade Social, Fundação dos Economistas Federais FUNCEF, Fundação Petrobras de Seguridade Social PETROS, LF Tel S.A., Bratel Brasil S.A. and, as intervening parties, Telemar Participações S.A. and Portugal Telecom, SGPS, S.A. (English Translation) (incorporated by reference to Exhibit 15 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
16. Terms of Termination of the Shareholders Agreement of Telemar Participações S.A. (*Termo de Resilição do Acordo de Acionistas da Telemar Participações S.A.*), dated as of February 19, 2014, among AG Telecom Participações S.A., BNDES Participações S.A. BNDESPAR, Caixa de Previdência dos Funcionários do Banco do Brasil PREVI, Fundação Atlântico de Seguridade Social, Fundação dos Economistas Federais FUNCEF, Fundação Petrobras de Seguridade Social PETROS, LF Tel S.A., Bratel Brasil S.A. and, as intervening parties, Telemar Participações S.A. and Portugal Telecom, SGPS, S.A. (English Translation) (incorporated by reference to Exhibit 16 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).

17. First Amendment to the Shareholders Agreement of Pasa Participações S.A. (*1º Aditivo ao Acordo de Acionistas da Pasa Participações S.A.*), dated as of February 19, 2014, among Andrade Gutierrez S.A., Bratel Brasil S.A. and, as intervening parties, Pasa Participações S.A., AG Telecom Participações S.A., Jereissati Telecom S.A., EDSP75 Participações S.A., LF Tel S.A., Portugal Telecom, SGPS, S.A., Sayed RJ Participações S.A., Venus RJ Participações S.A. and PTB2 S.A. (English Translation) (incorporated by reference to Exhibit 17 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
18. Terms of Termination of the Shareholders Agreement of Pasa Participações S.A. (*Termo de Resilição do Acordo de Acionistas da Pasa Participações S.A.*), dated as of February 19, 2014, among Andrade Gutierrez S.A., Bratel Brasil S.A. and, as intervening parties, Pasa Participações S.A., AG Telecom Participações S.A., Jereissati Telecom S.A., EDSP75 Participações S.A., LF Tel S.A. and Portugal Telecom, SGPS, S.A. (English Translation) (incorporated by reference to Exhibit 18 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
19. First Amendment to the Shareholders Agreement of EDSP75 Participações S.A. (*1º Aditivo ao Acordo de Acionistas da EDSP75 Participações S.A.*), dated as of February 19, 2014, among Jereissati Telecom S.A., Bratel Brasil S.A. and, as intervening parties, EDSP75 Participações S.A., LF Tel S.A., Andrade Gutierrez S.A., Pasa Participações S.A., AG Telecom Participações S.A., Portugal Telecom, SGPS, S.A., Sayed RJ Participações S.A., Venus RJ Participações S.A. and PTB2 S.A. (English Translation) (incorporated by reference to Exhibit 19 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
20. Terms of Termination of the Shareholders Agreement of EDSP75 Participações S.A. (*Termo de Resilição do Acordo de Acionistas da EDSP75 Participações S.A.*), dated as of February 19, 2014, among Jereissati Telecom S.A., Bratel Brasil S.A. and, as intervening parties, EDSP75 Participações S.A., LF Tel S.A., Andrade Gutierrez S.A., Pasa Participações S.A., AG Telecom Participações S.A. and Portugal Telecom, SGPS, S.A. (English Translation) (incorporated by reference to Exhibit 20 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
21. Temporary Voting Agreement of the Shareholders of Oi S.A. and Telemar Participações S.A. (referred to as *CorpCo* ) (*Compromisso Provisório de Voto dos Acionistas da Oi S.A. e da Telemar Participações S.A. (a ser denominada CorpCo)*), dated February 19, 2014, among Portugal Telecom, SGPS, S.A., Caravelas Fundo de Investimento em Ações, Bratel Brasil S.A., Telemar Participações S.A., Andrade Gutierrez S.A., Jereissati Telecom S.A. and, as intervening party, Oi S.A. (English Translation) (incorporated by reference to Exhibit 21 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).

22. Subscription Agreement for Shares of Capital Stock Issued by Oi S.A. (*Contrato de Subscrição de Ações de Emissão da Oi S.A.*), dated February 19, 2014, between Oi S.A. and Portugal Telecom, SGPS, S.A. (English Translation) (incorporated by reference to Exhibit 22 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
23. Private Instrument of Commitment to Assign Priority Rights (*Instrumento Particular de Compromisso de Cessão de Direito de Prioridade*), dated February 19, 2014, among Telemar Participações S.A., Valverde Participações S.A., AG Telecom Participações S.A., LF Tel S.A. and Portugal Telecom, SGPS, S.A. (English Translation) (incorporated by reference to Exhibit 23 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
24. Debenture Subscription Agreement for the First Private Issuance of Unsecured Debentures Convertible into Common and Preferred Shares, in a Single Series, of Venus RJ Participações S.A. (*Contrato de Subscrição de Debêntures da Primeira Emissão Privada de Debêntures Conversíveis em Ações Ordinárias e Preferenciais, da Espécie Quirografária em Série Única, da Venus RJ Participações S.A.*), dated as of February 19, 2014, between PTB2 S.A. and Venus RJ Participações S.A. (English Translation) (incorporated by reference to Exhibit 24 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
25. Debenture Subscription Agreement for the First Private Issuance of Unsecured Debentures Convertible into Common and Preferred Shares, in a Single Series, of Sayed RJ Participações S.A. (*Contrato de Subscrição de Debêntures da Primeira Emissão Privada de Debêntures Conversíveis em Ações Ordinárias e Preferenciais, da Espécie Quirografária em Série Única, da Sayed RJ Participações S.A.*), dated as of February 19, 2014, between Sayed RJ Participações S.A. and PTB2 S.A. (English Translation) (incorporated by reference to Exhibit 25 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
26. Debenture Subscription Agreement for the First Private Issuance of Unsecured Debentures Convertible into Common and Preferred Shares, in Series, of Pasa Participações S.A. (*Contrato de Subscrição de Debêntures da Primeira Emissão Privada de Debêntures Conversíveis em Ações Ordinárias e Preferenciais, da Espécie Quirografária em Séries, da Pasa Participações S.A.*), dated as of February 19, 2014, among Pasa Participações S.A., Bratel Brasil S.A. and Venus RJ Participações S.A. (English Translation) (incorporated by reference to Exhibit 26 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).

27. Debenture Subscription Agreement for the First Private Issuance of Unsecured Debentures Convertible into Common and Preferred Shares, in Series, of EDSP75 Participações S.A. (*Contrato de Subscrição de Debêntures da Primeira Emissão Privada de Debêntures Conversíveis em Ações Ordinárias e Preferenciais, da Espécie Quirografária em Séries, da EDSP75 Participações S.A.*), dated as of February 19, 2014, among EDSP75 Participações S.A., Bratel Brasil S.A. and Sayed RJ Participações S.A. (English Translation) (incorporated by reference to Exhibit 27 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
28. Debenture Subscription Agreement for the Third Private Issuance of Subordinated Debentures Convertible into Common Shares, in a Single Series, of AG Telecom Participações S.A. (*Contrato de Subscrição de Debêntures da Terceira Emissão Privada de Debêntures Conversíveis em Ações Ordinárias, da Espécie Subordinada em Série Única, da AG Telecom Participações S.A.*), dated as of February 19, 2014, among Pasa Participações S.A. and AG Telecom S.A. (English Translation) (incorporated by reference to Exhibit 28 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
29. Debenture Subscription Agreement for the Fifth Private Issuance of Subordinated Debentures Convertible into Common Shares, in a Single Series, of LF Tel S.A. (*Contrato de Subscrição de Debêntures da Quinta Emissão Privada de Debêntures Conversíveis em Ações Ordinárias, da Espécie Subordinada em Série Única, da LF Tel Participações S.A.*), dated as of February 19, 2014, among LF Tel S.A. and EDSP75 Participações S.A. (English Translation) (incorporated by reference to Exhibit 29 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
30. Debenture Subscription Agreement for the Twelfth Private Issuance of Subordinated Debentures Convertible into Common Shares, in a Single Series, of Telemar Participações S.A. (*Contrato de Subscrição de Debêntures da Décima Segunda Emissão Privada de Debêntures Conversíveis em Ações Ordinárias, da Espécie Subordinada em Série Única, da Telemar Participações S.A.*), dated as of February 19, 2014, among Telemar Participações S.A., AG Telecom Participações S.A. and LF Tel S.A. (English Translation) (incorporated by reference to Exhibit 30 of Amendment No. 2 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on February 27, 2014 (SEC File No. 005-83981)).
31. Waiver Letter (*Renúncia de Condição Precedente do Contrato de Subscrição de Ações de Emissão da Oi S.A.*), dated as of April 28, 2014, relating to the waiver by Portugal Telecom, SGPS, S.A. of a condition precedent to the Subscription Agreement entered into between Portugal Telecom, SGPS, S.A. and Oi S.A., dated as of February 19, 2014 (English translation) (incorporated by reference to Exhibit 31 of Amendment No. 3 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on May 14, 2014 (SEC File No. 005-83981)).



32. Memorandum of Understanding (*Memorando de Entendimentos*), dated as of July 15, 2014, between Portugal Telecom, SGPS, S.A. and Oi S.A. (English translation) (incorporated by reference to Exhibit 32 of Amendment No. 4 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on July 28, 2014 (SEC File No. 005-83981)).
33. Exchange Agreement, and Other Covenants (*Contrato de Permuta e Outras Avenças*), dated September 8, 2014, among PT International Finance B.V., PT Portugal, SGPS, S.A. and Portugal Telecom, SGPS, S.A. and, further, Oi, S.A. and Telemar Participações S.A. (English translation) (incorporated by reference to Exhibit 33 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
34. Call Option Agreement, and Other Covenants (*Contrato de Opção de Compra de Ações e Outras Avenças*), dated September 8, 2014, among PT International Finance B.V., PT Portugal, SGPS, S.A. and Portugal Telecom, SGPS, S.A. and, further, Oi, S.A. and Telemar Participações S.A. (English translation) (incorporated by reference to Exhibit 34 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
35. Third Amendment to the Shareholders Agreement of Telemar Participações S.A. (*3º Aditivo ao Acordo de Acionistas da Telemar Participações S.A.*), dated September 8, 2014, among AG Telecom Participações S.A., LF Tel S.A., Fundação Atlântico de Seguridade Social and, as intervening party, Telemar Participações S.A. (English Translation) (incorporated by reference to Exhibit 35 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
36. First Amendment to the Terms of Termination of the Shareholders Agreement of Telemar Participações S.A. executed on February 19, 2014 (*1º Aditivo ao Termo de Resilição do Acordo de Acionistas da Telemar Participações S.A. firmado em 19 de Fevereiro de 2014*), dated September 8, 2014, among AG Telecom Participações S.A., LF Tel S.A., Fundação Atlântico de Seguridade Social and, as intervening party, Telemar Participações S.A. (English Translation) (incorporated by reference to Exhibit 36 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).

37. Third Amendment to the Shareholders Agreement of Telemar Participações S.A. (*3º Aditivo ao Acordo de Acionistas da Telemar Participações S.A.*), dated September 8, 2014, among AG Telecom Participações S.A., Andrade Gutierrez S.A., BNDES Participações S.A. BNDESPAR, Caixa de Previdência dos Funcionários do Banco do Brasil PREVI, Fundação Atlântico de Seguridade Social, Fundação dos Economistas Federais FUNCEF, Fundação Petrobras de Seguridade Social PETROS, Jereissati Telecom S.A., LF Tel S.A., Bratel Brasil S.A. and, as intervening parties, Telemar Participações S.A. and Portugal Telecom, SGPS, S.A. (English Translation) (incorporated by reference to Exhibit 37 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
38. First Amendment to the Terms of Termination of the Shareholders Agreement of Telemar Participações S.A. executed on February 19, 2014 (*1º Aditivo ao Termo de Resilição do Acordo de Acionistas da Telemar Participações S.A. firmado em 19 de Fevereiro de 2014*), dated September 8, 2014, among AG Telecom Participações S.A., Andrade Gutierrez S.A., BNDES Participações S.A. BNDESPAR, Caixa de Previdência dos Funcionários do Banco do Brasil PREVI, Fundação Atlântico de Seguridade Social, Fundação dos Economistas Federais FUNCEF, Fundação Petrobras de Seguridade Social PETROS, Jereissati Telecom S.A., LF Tel S.A., Bratel Brasil S.A. and, as intervening parties, Telemar Participações S.A. and Portugal Telecom, SGPS, S.A. (English Translation) (incorporated by reference to Exhibit 38 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
39. Second Amendment to the Shareholders Agreement of Pasa Participações S.A. (*2º Aditivo ao Acordo de Acionistas da Pasa Participações S.A.*), dated September 8, 2014, among Andrade Gutierrez S.A., Bratel Brasil S.A. and, as intervening parties, Pasa Participações S.A., AG Telecom Participações S.A., Jereissati Telecom S.A., EDSP75 Participações S.A., LF Tel S.A., Portugal Telecom, SGPS, S.A., Sayed RJ Participações S.A., Venus RJ Participações S.A. and PTB2 S.A. (English Translation) (incorporated by reference to Exhibit 39 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
40. Second Amendment to the Shareholders Agreement of EDSP75 Participações S.A. (*2º Aditivo ao Acordo de Acionistas da EDSP75 Participações S.A.*), dated September 8, 2014, among Jereissati Telecom S.A., Bratel Brasil S.A. and, as intervening parties, EDSP75 Participações S.A., LF Tel S.A., Andrade Gutierrez S.A., Pasa Participações S.A., AG Telecom Participações S.A., Portugal Telecom, SGPS, S.A., Sayed RJ Participações S.A., Venus RJ Participações S.A. and PTB2 S.A. (English Translation) (incorporated by reference to Exhibit 40 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).

41. First Amendment to the Temporary Voting Agreement of the Shareholders of Oi S.A. and Telemar Participações S.A. (referred to as *Corpco* ) executed on February 19, 2014 (*Compromisso Provisório de Voto dos Acionistas da Oi S.A. e da Telemar Participações S.A. (a ser denominada Corpco ) firmado em 19 de Fevereiro de 2014*), dated September 8, 2014, to be entered into among Portugal Telecom, SGPS, S.A., Caravelas Fundo de Investimento em Ações, Bratel Brasil S.A., Telemar Participações S.A., Andrade Gutierrez S.A., Jereissati Telecom S.A. and, as intervening party, Oi S.A. (English Translation) (incorporated by reference to Exhibit 41 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
42. Terms of Commitment (*Termo de Compromisso*), dated September 8, 2014, among Portugal Telecom, SGPS, S.A., Oi S.A. and Telemar Participações S.A. (English Translation)(incorporated by reference to Exhibit 42 of Amendment No. 5 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
43. Private Instrument of Commitment to Assign Rights, Obligations and Other Covenants (*Instrumento Particular de Cessão de Direitos e Obrigações e Outras Avenças*), dated March 24, 2015, among Portugal Telecom, SGPS, S.A., PT International Finance B.V., PT Portugal, SGPS, S.A., Oi S.A. and Telemar Participações S.A. (English Translation) (incorporated by reference to Exhibit 43 of Amendment No. 6 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
44. First Amendment to Call Option Agreement, and Other Covenants (*Contrato de Opção de Compra de Ações e Outras Avenças*), dated March 31, 2015, among PT International Finance B.V. and Portugal Telecom, SGPS, S.A. and, further, Oi, S.A. and Telemar Participações S.A. (English translation) (incorporated by reference to Exhibit 44 of Amendment No. 6 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
45. Second Amendment to the Temporary Voting Agreement of the Shareholders of Oi S.A. and Telemar Participações S.A. executed on February 19, 2014 and amended on September 8, 2014 (*Compromisso Provisório de Voto dos Acionistas da Oi S.A. e da Telemar Participações S.A. firmado em 19 de Fevereiro de 2014 e aditado em 8 de Setembro de 2014*), dated March 31, 2015, entered into among Portugal Telecom, SGPS, S.A., Caravelas Fundo de Investimento em Ações, Bratel Brasil S.A., Telemar Participações S.A., Andrade Gutierrez S.A., Jereissati Telecom S.A. and, as intervening party, Oi S.A. (English Translation) (incorporated by reference to Exhibit 45 of Amendment No. 6 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).

46. First Amendment to the Terms of Commitment (*Termo de Compromisso*), dated March 31, 2015, among Portugal Telecom, SGPS, S.A., Oi S.A. and Telemar Participações S.A. (English Translation) (incorporated by reference to Exhibit 46 of Amendment No. 6 to the Schedule 13D relating to Oi S.A., filed by Pharol, SGPS S.A., on September 17, 2014 (SEC File No. 005-83981)).
47. Second Amendment to the Terms of Termination of the Shareholders Agreement of Telemar Participações S.A. executed on February 19, 2014 and amended on September 8, 2014 (*2º Aditivo ao Termo de Resilição do Acordo de Acionistas da Telemar Participações S.A. celebrado em 19 de Fevereiro de 2014 e aditado em 8 de Setembro de 2014*), dated July 22, 2015, among AG Telecom Participações S.A., LF Tel S.A., Fundação Atlântico de Seguridade Social, and, as intervening party, Telemar Participações S.A. (English Translation).
48. Second Amendment to the Terms of Termination of the Shareholders Agreement of Telemar Participações S.A. executed on February 19, 2014 and amended on September 8, 2014 (*2º Aditivo ao Termo de Resilição do Acordo de Acionistas da Telemar Participações S.A. celebrado em 19 de Fevereiro de 2014 e aditado em 8 de Setembro de 2014*), dated July 22, 2015, among AG Telecom Participações S.A., Andrade Gutierrez S.A., BNDES Participações S.A. BNDESPAR, Caixa de Previdência dos Funcionários do Banco do Brasil PREVI, Fundação Atlântico de Seguridade Social, Fundação dos Economistas Federais FUNCEF, Fundação Petrobras de Seguridade Social PETROS, LF Tel S.A., Jereissati Telecom S.A., Bratel Brasil S.A., and, as intervening parties, Telemar Participações S.A. and Pharol, SGPS S.A. (English Translation).

**SIGNATURES**

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

Dated: August 7, 2015

PHAROL, SGPS S.A.

By: /s/ Luís Maria Viana Palha da Silva  
Name: Luís Maria Viana Palha da Silva  
Title: Chairman of the Board of Directors

By: /s/ Luís Manuel da Costa de Sousa de Macedo  
Name: Luís Manuel da Costa de Sousa de Macedo  
Title: General Secretary

BRATEL B.V.

By: /s/ Marlon Antonio Hironimo Martis  
Name: Marlon Antonio Hironimo Martis  
Title: Director B

By: /s/ Carlos Cruz  
Name: Carlos Cruz  
Title: Director A

BRATEL BRASIL S.A.

By: /s/ Rafael Mora  
Name: Rafael Mora  
Title: Attorney-in-fact

By: /s/ Pedro Guterres  
Name: Pedro Guterres  
Title: Director

*[Signature Page to Amendment No. 7 to the Schedule 13D of Oi S.A.]*



**DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS****PHAROL, SGPS S.A.**

All of the following persons are citizens of the Republic of Portugal, except José Mauro Mettrau Carneiro da Cunha and Ricardo Malavazi Martins, who are citizens of the Federative Republic of Brazil; and Rafael Luís Mora Funes, who is a citizen of Spain. Unless otherwise noted below, (1) the principal occupation or employment listed below is a position with Pharol, SGPS S.A., and (2) the business address for each of the following persons is Rua Joshua Benoliel, 1, 2C, Edifício Amoreiras Square, 1250-133, Lisboa, Portugal.

| <b>NAME</b>   | <b>PRINCIPAL OCCUPATION OR EMPLOYMENT</b>  | <b>BUSINESS ADDRESS</b>  |
|---|--|--|
| <b>Board of Directors</b>   |  |  |
| Luís Maria Viana Palha da Silva   | Chairman of the Board of Directors of Pharol, SGPS S.A.  |  |
| Francisco Ravara Cary   | Member of the Board of Directors of Pharol, SGPS S.A. and Novo Banco, S.A.   | Avenida da Liberdade, 195, 15.º andar, 1250-142, Lisboa, Portugal                              |
| João do Passo Vicente Ribeiro   | Member of the Board of Directors of Pharol, SGPS S.A.  | Rua Maria Ulrich, 4 Bloco 4, 4.º andar A, 1070-169, Lisboa, Portugal                           |
| João Manuel Pisco de Castro   | Member of the Board of Directors of Pharol, SGPS S.A.;<br>Vice-President of Grupo Visabeira SGPS, S.A.   | Avenida Almirante Gago Coutinho, 78, 1700-031, Lisboa, Portugal                                |
| Jorge Telmo Maria Freire Cardoso  | Member of the Board of Directors of Pharol, SGPS S.A.; and<br>Chief Financial Officer of Novo Banco, S.A.  | Avenida da Liberdade, 195, 15.º andar, 1250-141, Lisboa, Portugal                              |
| José Mauro Mettrau Carneiro da Cunha  | Member of the Board of Directors of Pharol, SGPS S.A.; and<br>Chairman of the Board of Directors of Oi, S.A.   | Praia de Botafogo, 300, 11.º andar, sala 1101, Botafogo, Rio de Janeiro, RJ, 22250-040, Brazil |
| Nuno Rocha dos Santos de Almeida e Vasconcellos   | Member of the Board of Directors of Pharol, SGPS S.A.;<br>Chairman of the Boards of Directors of Rocha dos Santos Holding, SGPS, S.A., Ongoing Strategy Investments, SGPS, S.A., Ongoing Participações (Brasil) S.A. and IG Publicidade e Conteúdo Ltda. | Av. das Nações Unidas, 11633, 8th floor, São Paulo, Brazil                                     |
| Pedro Zañartu Gubert Morais Leitão  | Member of the Board of Directors of Pharol, SGPS S.A.  | Av. Elias Garcia, 14, 4.º andar, 1000-149, Lisboa, Portugal                                    |
| Rafael Luís Mora Funes  | Member of the Board of Directors of Pharol, SGPS S.A. and Oi S.A.<br>Chairman of Webspectator  |  |
| Ricardo Malavazi Martins  | Member of the Board of Directors of Pharol, SGPS S.A.  | Rua Curupacê, 635, 52P, Mooca, São Paulo, SP, Brazil   |
| <b>Executive Officers (other than those who are also members of the Board of Directors)</b> |  |  |
| Luís Manuel da Costa de Sousa Macedo  | General Secretary of Pharol, SGPS S.A.   |  |





**BRATEL B.V.**

All of the following persons are citizens of the Netherlands, except Carlos Manuel Mendes Fidalgo Moreira da Cruz and Pedro Guimarães e Melo de Oliveira Guterres, who are citizens of the Republic of Portugal.

| <b>NAME</b>                                  | <b>PRINCIPAL OCCUPATION OR EMPLOYMENT</b>  | <b>BUSINESS ADDRESS</b>   |
|--|--|---|
| <b><i>Board of Directors</i></b>             |  |   |
| Carlos Manuel Mendes Fidalgo Moreira da Cruz | Manager of the Finance Department of Pharol, SGPS S.A.;<br>Managing Director A of Bratel B.V.                  | Rua Joshua Benoliel, 1, 2C, Edificio Amoreiras Square, 1250-133, Lisboa, Portugal |
| Marlon Antonio Hironimo Martis               | Managing Director B of Bratel B.V.   | Naritaweg 165 Telestone 8, 1043BW, Amsterdam, The Netherlands                     |
| Trust International Management (T.I.M.) B.V. | Managing Director B of Bratel B.V.   | Naritaweg 165 Telestone 8, 1043BW, Amsterdam, The Netherlands                     |
| Pedro Guimarães e Melo de Oliveira Guterres  | Managing Director A of Bratel B.V.;<br>Executive Director of Bratel Brasil S.A. and Telemar Participações S.A. | Av. Borges de Medeiros, 633, cj. 301, Lagoa, Rio de Janeiro, RJ, Brazil           |

**BRATEL BRASIL S.A.**

All of the following persons are citizens of the Federative Republic of Brazil, except Pedro Guimarães e Melo de Oliveira Guterres, who is a citizen of the Republic of Portugal. The business address for each of the following persons is Av. Borges de Medeiros, 633, cj. 301, Lagoa, Rio de Janeiro, RJ, Brazil.

| NAME  | PRINCIPAL OCCUPATION OR EMPLOYMENT  |
|---|---|
| <b><i>Board of Directors</i></b>            |   |
| Pedro Guimarães e Melo de Oliveira Guterres | Managing Director A of Bratel B.V. ;<br>Executive Director of Bratel Brasil S.A. and Telemar Participações S.A. |
| Anna Laura Baraf Svartman                   | Executive Director of Bratel Brasil S.A.  |

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