

PORTUGAL TELECOM SGPS SA  
Form CB  
February 07, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

(AMENDMENT NO.      )

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|   |                                  |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering)             | <input type="radio"/>            |
| Securities Act Rule 802 (Exchange Offer)              | <input checked="" type="radio"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)   | <input type="radio"/>            |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="radio"/>            |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="radio"/>            |

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)

**PORTUGAL TELECOM, SGPS, S.A.**

(Name of Subject Companies)

**Not Applicable**

(Translation of Subject Company's Name into English (if applicable))

**Portugal**

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(Jurisdiction of Subject Companies Incorporation or Organization)

**PT Portugal, SGPS, S.A.**

**Portugal Telecom, SGPS, S.A.**

(Name of Person(s) Furnishing Form)

**6.25% Notes due 2016**

(Title of Class of Subject Securities)

**Not Applicable**

(CUSIP Number of Class of Securities (if applicable))

**Nuno Vieira**

**Investor Relations Director**

**Av. Fontes Pereira de Melo, 40**

**1069-300 Lisboa, Portugal**

**+351 21 500 1701**

(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**Copies to:**

**John C. Ericson**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

**February 7, 2014**

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(Date Tender Offer/Rights Offering Commenced)

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**PART I INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

(a) The following documents are attached as exhibits to this Form CB:

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 1              | Consent Solicitation Memorandum   |
| 2              | Disclosure Annex  |
| 3              | Notice of Meeting   |
| 4              | Notice published in The New York Times on February 7, 2014  |
| 5              | Notice published on Bloomberg on February 7, 2014   |
| 6              | Press release, dated February 7, 2014   |
| 7              | Investors Presentation, dated February 7, 2014 Portugal Telecom Consent Solicitation Transaction Background and Consent Solicitation Overview PT Notes and Exchangeable Bonds Lisbon, 7 February 2014 |

(b) Not applicable

**Item 2. Informational Legends**

A legend complying with Rule 802(b) under the U.S. Securities Act of 1933, as amended, is included in each of Exhibit 1, Exhibit 3 and Exhibit 6.

**PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

1 The following documents are attached as exhibits to this Form CB:

| <b>Exhibit</b> | <b>Description</b> |
|----------------|--------------------|
| 8              |                    |

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Form of Eighth Supplemental Trust Deed further modifying and restating the provisions of the Trust Deed dated December 17, 1998, relating to a 7,500,000,000 Euro Medium Term Note Programme

- 9 Terms and Conditions of the Notes
- 10 Form of Supplemental Agency Agreement in respect of a 7,500,000,000 Euro Medium Term Note Programme
- 11 Form of Interbolsa Instrument relating to a 7,500,000,000 Euro Medium Term Note Programme

(2) Not applicable

(3) Not applicable

### **PART III CONSENT TO SERVICE OF PROCESS**

Written irrevocable consents and powers of attorney on Form F-X are filed concurrently with the Commission on February 7, 2014.

**PART IV SIGNATURES**

After due 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.

**PT Portugal, SGPS, S.A.**

By: /s/ Luís Pacheco de Melo  
Name: Luís Pacheco de Melo  
Title: Vice President  
Date: February 7, 2014

**Portugal Telecom, SGPS, S.A.**

By: /s/ Luís Pacheco de Melo  
Name: Luís Pacheco de Melo  
Title: Chief Financial Officer  
Date: February 7, 2014