

OI S.A.
Form SC 13D/A
October 08, 2013

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Oi S.A.
(formerly known as Brasil Telecom S.A.)

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

670851 104**

(CUSIP Number)

Luiz Otávio Mourão, Executive Director

AG Telecom Participações S.A.

Praia de Botafogo 300, 4th floor, sala 401 (parte)

Botafogo, Rio de Janeiro, RJ, Brazil 22250-040

Tel: +55 21 2211-8000

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

October 1, 2013

(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. "

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 (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).

CUSIP No. 670851 104

1. Name of Reporting Person

Andrade Gutierrez S.A.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

SC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Federative Republic of Brazil

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

290,549,788

Reporting 9. Sole Dispositive Power

Person With

0

10. Shared Dispositive Power

290,549,788

11. Aggregate Amount Beneficially Owned by Each Reporting Person

290,549,788

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

56.4%

14. Type of Reporting Person (See Instructions)

CO; HC

CUSIP No. 670851 104

1. Name of Reporting Person

PASA Participações S.A.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

SC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Federative Republic of Brazil

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

290,549,788

Reporting 9. Sole Dispositive Power

Person With

0

10. Shared Dispositive Power

290,549,788

11. Aggregate Amount Beneficially Owned by Each Reporting Person

290,549,788

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

56.4%

14. Type of Reporting Person (See Instructions)

CO; HC

CUSIP No. 670851 104

1. Name of Reporting Person

AG Telecom Participações S.A.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

SC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Federative Republic of Brazil

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

290,549,788

Reporting 9. Sole Dispositive Power

Person With

0
10. Shared Dispositive Power

290,549,788
11. Aggregate Amount Beneficially Owned by Each Reporting Person

290,549,788
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..
13. Percent of Class Represented by Amount in Row (11)

56.4%
14. Type of Reporting Person (See Instructions)

CO; HC

Preliminary Statement

This Amendment No. 2 to Schedule 13D (this Amendment) amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on February 27, 2012 (the Initial 13D) by Andrade Gutierrez Telecomunicações LTDA (AGT), PASA Participações S.A. (PASA) and AG Telecom Participações S.A. (AG Telecom), as amended by Amendment No. 1 to Schedule 13D (Amendment No. 1 , the Initial 13D as amended by Amendment No. 1 and as further amended by this Amendment, this Statement) filed with the Securities and Exchange Commission on May 2, 2012 by AGT, PASA and AG Telecom by furnishing the information set forth below. This Amendment is being filed by AG Telecom, PASA and Andrade Gutierrez S.A. (the successor by merger to AGT, AGSA , and together with AG Telecom and PASA, 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 Initial 13D and Amendment No. 1.

The Reporting Persons are filing this Amendment to revise information previously reported in light of the proposed business combination of Oi S.A. (Oi S.A.), Portugal Telecom SGPS, S.A. (Portugal Telecom), Telemar Participações S.A. (TmarPart), AG Telecom, PASA, LF Tel. S.A. (LF Tel), EDSP75 Participações S.A. (EDSP75), and Bratel Brasil S.A. (Bratel) announced on October 2, 2013 (the Business Combination). On October 1, 2013, AG Telecom and PASA entered into a Memorandum of Understanding (the MOU) with Oi S.A., Portugal Telecom, LF Tel, EDSP75, Bratel, Avistar, SGPS, S.A. (BES) and Nivalis Holding B.V. (Ongoing) with respect to the Business Combination. Pursuant to the MOU, among other things, (1) Oi S.A. is expected to become a wholly owned subsidiary of either TmarPart or a new entity to be organized for purposes of the Business Combination (in either case, the Holding Company), and (2) Portugal Telecom is expected to merge with and into the Holding Company with the Holding Company as the surviving entity. See Items 4, 6 and 7 below.

ITEM 1. SECURITY AND ISSUER

This Amendment relates to the common shares, no par value (the Common Shares), of Oi S.A., a corporation (*sociedade anônima*) organized under the laws of the Federative Republic of Brazil (Brazil), which has its principal executive offices located at Rua do Lavradio, No. 71, 2nd floor - Centro, 20230-070 Rio de Janeiro, RJ, Brazil (the Issuer).

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended and restated in its entirety as follows:

This Amendment is being filed jointly on behalf of each of the Reporting Persons. The agreement among the Reporting Persons to file this Amendment jointly in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934 is attached as Exhibit 99.1.

AGSA is the successor by merger to AGT. AGSA is a holding corporation (*sociedade anônima*) organized under the laws of Brazil principally engaged in managing the businesses of the Andrade Gutierrez Group. The Andrade Gutierrez Group is focused on three core businesses: (1) engineering and construction work in Brazil and abroad; (2) public concessions in Brazil; and (3) telecommunications in Brazil. The principal office of AGT is located at Av. do Contorno nº 8.123, Cidade Jardim, Belo Horizonte, MG, CEP 30110-937, Brazil.

PASA is a corporation (*sociedade anônima*) organized under the laws of Brazil principally engaged, through its subsidiaries, in managing the telecommunications business of the Andrade Gutierrez Group. The principal office of PASA is located at Av. do Contorno nº 8.123, Cidade Jardim, Belo Horizonte, MG, CEP 30110-937, Brazil.

AG Telecom is a corporation (*sociedade anônima*) organized under the laws of Brazil principally engaged, through its subsidiaries, in managing the telecommunications business of the Andrade Gutierrez Group. The principal office of AG Telecom is located at Praia de Botafogo nº 300, sala 401 (parte), Botafogo, CEP 22250-040, Rio de Janeiro, RJ, Brazil.

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 in Exhibit 99.2, 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 of the persons listed in Exhibit 99.2 has (i) been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction such that, as a result of such proceeding, such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 4. PURPOSE OF TRANSACTION

The last paragraph of Item 4 of the Initial 13D is hereby amended and restated in its entirety as follows:

On October 1, 2013, AG Telecom and PASA entered into the MOU with Oi S.A., Portugal Telecom, LF Tel, EDSP75, Bratel, BES and Nivalis with respect to the Business Combination.

Oi S.A. Capital Increase

As part of the Business Combination, Oi S.A. proposes to undertake a capital increase (the *Oi Capital Increase*). The estimated amount of the *Oi Capital Increase* as of the date of the MOU is approximately R\$14.1 billion, with the approximate amount to be paid in cash of a minimum of R\$7.0 billion, with the objective of reaching R\$8.0 billion, and the approximate amount to be paid with the PT Assets (as defined below) of R\$6.1 billion. The *Oi Capital Increase* is expected to be conducted through the public issuance of common shares and preferred shares of Oi S.A., preferably in proportion to the current ratio between the issued and outstanding common and preferred shares of Oi S.A.; provided that in order to respect the legal limit for division of capital between voting and non-voting shares (i.e., minimum of one third of the shares entitled to vote and maximum of two thirds of shares without voting rights), the number of issued shares of each type may be adjusted. The *Oi Capital Increase* will be subject to the full subscription of the minimum value of the portion to be paid up in cash and will be subject to certain conditions, as described below.

The Reporting Persons understand that Portugal Telecom will enter into a commitment to subscribe and pay for the portion of the *Oi Capital Increase* to be paid for through the contribution of assets (the *PT Assets*) through the contribution of its share interests in companies that hold all of (1) the operating assets of Portugal Telecom, except the equity interests directly or indirectly held in Oi S.A. and Contax Participações S.A., and (2) the liabilities of Portugal Telecom on the date of such contribution. Pursuant to Law No. 6,404/76 (the *Brazilian Corporations Law*), the *PT Assets* will be identified and subject to valuation by a specialized company, whose valuation report will be submitted to the General Meeting of shareholders of Oi S.A.

Portugal Telecom estimates that the equity value of the *PT Assets*, upon assessment for the purposes of the contribution to Oi S.A., correspond to a value within a range of values with a minimum of 1.9 billion and maximum of 2.1 billion, equivalent to R\$5.8 billion and R\$6.4 billion, respectively, based on the current exchange rate of 3.0181 *reais* per euro. Portugal Telecom may elect not to consummate the subscription of shares in the *Oi Capital Increase* if the valuation report of the *PT Assets* values the *PT Assets* in euros at a value lower than the estimated values above, based on the exchange rate of euros to *reais* on the date of the valuation report.

Current shareholders of TmarPart, and BTG Pactual S.A., directly or through an investment vehicle managed and administered through Banco BTG Pactual S.A., will participate in the offering by placing a subscription order for

approximately R\$2.0 billion.

The holders of common shares and preferred shares of Oi S.A. will have priority in the subscription of the Oi Capital Increase. TmarPart, AG Telecom and LF Tel will assign all of their respective priority rights to Portugal Telecom free of charge.

Once the subscription period for the Oi Capital Increase is closed, Portugal Telecom may elect not to consummate the Business Combination and all other corporate transactions related to the Business Combination if the percentage of the participation of Portugal Telecom in the Holding Company is equal to or less than 36.6% of the total capital of the Holding Company on a fully diluted basis after giving effect to the merger of shares of Oi S.A. and the Holding Company (as described below). Additionally, TmarPart may elect not to consummate the Business Combination and all other corporate transactions related to the Business Combination if the percentage of the participation of Portugal Telecom in the Holding Company is greater than 39.6% of the total capital of the Holding Company on a fully diluted basis after giving effect to the merger of shares of Oi S.A. and the Holding Company.

The other conditions of the Oi Capital Increase will be set forth in the definitive agreements that govern the Business Combination.

Recapitalization and Reorganization of AG Telecom and PASA

As part of the Business Combination, AG Telecom and TmarPart will be capitalized with the resources needed to repay their indebtedness. In addition, AG Telecom and PASA will be reorganized in order to separate the assets not related to their direct or indirect shareholding in Oi, so that AG Telecom and TmarPart will not have assets or liabilities (or will have cash or cash equivalents equal to their respective liabilities), other than: (1) shares of TmarPart and Oi, in the case of AG Telecom; and (2) shares of Oi, held directly or indirectly, in the case of TmarPart. Following this recapitalization, PASA will merge with and into AG Telecom, and subsequently AG Telecom will merge with and into TmarPart.

Merger of Shares between Oi S.A. and the Holding Company

The MOU provides that following the Oi Capital Increase, Oi S.A. and the Holding Company will convene shareholders meetings to consider a merger of shares (*incorporação de ações*), with a view to causing Oi S.A. to become a wholly-owned subsidiary of the Holding Company and to facilitate the migration of the shareholder base of Oi S.A. to the Holding Company (the Merger of Shares). At the effective time of the Merger of Shares, the Holding Company will have no assets or liabilities (or will have cash equivalent equal to its liabilities), other than the shares of Oi S.A. that it holds.

In the proposed Merger of Shares, holders of Oi S.A. common shares will receive one new common share issued by the Holding Company in exchange for each common share of Oi S.A. that they hold, and holders of Oi S.A. preferred shares will receive one new common share issued by the Holding Company in exchange for each 1.0857 preferred share of Oi S.A. that they hold. All ratios in the mergers that are part of the Business Combination were established based on market prices of the shares of Oi S.A. in a period of 30 days and considering the shares of Oi S.A. that the companies involved in the operation directly or indirectly hold, assuming that such companies will not hold any liabilities or assets (or will have cash or cash equivalents equal to their respective liabilities).

Merger of Portugal Telecom with and into the Holding Company

The MOU provides that Portugal Telecom will merge with and into the Holding Company (the Portugal Telecom Merger), pursuant to art. 227 of the Brazilian Corporations Law. As a result of the proposed Portugal Telecom Merger, Portugal Telecom's assets will be transferred by operation of law to the Holding Company. The Portugal Telecom Merger will be submitted to the General Meeting of shareholders of the Holding Company for consideration in conjunction with the Merger of Shares. In addition, the Portugal Telecom Merger will be submitted for consideration to the General Meeting of shareholders of Portugal Telecom. At the time of the proposed Portugal Telecom Merger, Portugal Telecom will have no assets or liabilities (or will have cash and cash equivalents equal to its liabilities), other than shares of the Holding Company. In the proposed Portugal Telecom Merger, the shareholders of Portugal Telecom will receive a number of common shares issued by the Holding Company equal to the number of

common shares of the Holding Company that will be held by Portugal Telecom immediately prior to such merger.

Listing and Corporate Governance of the Holding Company

The MOU provides that the Holding Company will apply to be listed on the Novo Mercado segment of the BM&FBOVESPA S.A. Bolsa de Valores, Mercadorias e Futuros (BM&FBOVESPA), with the aim of strengthening its corporate governance through the adoption of a new management structure and corporate governance regime. The Holding Company will also apply to be listed on the New York Stock Exchange (NYSE) and the NYSE Euronext Lisbon.

The MOU provides that the Holding Company will have a Board of Directors consisting of eleven (11) members and eleven (11) alternate members. Members of the Board of Directors of the Holding Company to be elected in anticipation of the listing of the Holding Company on the Novo Mercado segment and the Merger of Shares will have a term of three (3) years from their election or until the General Meeting of the shareholders of the Holding Company to examine the financial statements of the Holding Company for the third fiscal year ending after the close of the year in which the Merger of Shares occurs, whichever occurs last. In order to facilitate the integration of Oi S.A. and Portugal Telecom, the Board of Directors of the Holding Company shall initially consist of the following members: Alexandre Jereissati Legey, Amilcar Morais Pires, Fernando Magalhães Portella, Fernando Marques dos Santos, Henrique Manuel Fusco Granadeiro, José Maria Ricciardi, José Mauro Mettrau Carneiro da Cunha, Nuno Rocha dos Santos de Almeida, Rafael Luís Mora Funes, Renato Torres de Faria and Sergio Franklin Quintella.

The MOU provides that Mr. José Mauro Carneiro da Cunha Mettrau and Henrique Manuel Fusco Granadeiro will assume the positions of President and Vice President, respectively, of the Board of Directors of the Holding Company. Mr. Zeinal Bava, current CEO of Oi and CEO of PT Portugal, will be the CEO of the Holding Company and its subsidiaries.

The MOU provides that immediately after the implementation of the corporate actions described above, the Shareholders' Agreements of AG Telecom, LF Tel, TmarPart entered into or amended as of January 25, 2011 will be terminated.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and restated in its entirety as follows:

As of October 7, 2013, based solely on information provided in the Annual Report on Form 20-F submitted to the SEC by the Issuer on April 30, 2013, the total number of issued and outstanding Common Shares is 514,757,934, excluding 84,250,695 Common Shares held in treasury, and TmarPart beneficially owns, and has the sole power to vote and dispose of, 290,549,788 Common Shares, representing 56.4% of the issued and outstanding Common Shares.

(a) & (b) AG Telecom:

As of October 7, 2013, AG Telecom owns 565,880,376 common shares of TmarPart, representing 19.4% of the issued and outstanding common shares of TmarPart. However, pursuant to the shareholders' agreements described in Item 6 of this Statement, AG Telecom may be deemed to beneficially own all of the Common Shares beneficially owned by TmarPart. AG Telecom disclaims beneficial ownership of such Common Shares, other than with respect to its proportionate interest in these shares.

AG Telecom does not have a board of directors or other similar body. Other than as set forth in the table below, as of October 7, 2013, none of the executive officers of AG Telecom beneficially owns any Common Shares. AG Telecom disclaims beneficial ownership of such securities of the Issuer beneficially owned by such executive officers.

Edgar Filing: OI S.A. - Form SC 13D/A

AG Telecom executive officers:	Number of Common Shares held
Otávio Marques de Azevedo, Chief Executive Officer	86

PASA:

As of October 7, 2013, PASA does not directly own any Common Shares and owns all of the common shares of AG Telecom. As discussed above, AG Telecom may be deemed to beneficially own all of the Common Shares beneficially owned by TmarPart. PASA disclaims beneficial ownership of such Common Shares, other than with respect to its proportionate interest in these shares.

PASA does not have a board of directors or other similar body. Other than as set forth in the table below, as of October 7, 2013, none of the executive officers of PASA beneficially owns any Common Shares. PASA disclaims beneficial ownership of such securities of the Issuer beneficially owned by such executive officers.

	Number of Common Shares held
PASA executive officers:	
Otávio Marques de Azevedo, Chief Executive Officer	86

AGSA:

As of October 7, 2013, AGSA does not directly own any Common Shares and owns 65.0% of the outstanding common shares of PASA, which owns all of the common shares of AG Telecom. As discussed above, AG Telecom may be deemed to beneficially own all of the Common Shares beneficially owned by TmarPart. AGSA disclaims beneficial ownership of such Common Shares, other than with respect to its proportionate interest in these shares.

Other than as set forth in the table below, as of October 7, 2013, none of the directors and executive officers of AGSA beneficially owns any Common Shares. AGSA disclaims beneficial ownership of such securities of the Issuer beneficially owned by such directors and executive officers.

	Number of Common Shares held
AGSA directors and executive officers:	
Sérgio Lins Andrade, Chairman of Board of Directors	14
Otávio Marques de Azevedo, Chief Executive Officer	86

In addition, pursuant to the shareholders' agreements described in Item 6 of this Statement, the Reporting Persons may be deemed to be members of a group, with Jereissati Telecom S.A., EDSP75, LF Tel, Portugal Telecom and Bratel (collectively, the Potential Group Members), which shares the power to vote and the power to dispose of the Common Shares beneficially owned by TmarPart. Each of the Reporting Persons disclaims membership in any such group. Pursuant to the PASA Shareholders' Agreement described in Item 6 of this Statement, AGSA may be deemed to be a member of a group, with Bratel, which shares the power to vote and the power to dispose of the Common Shares beneficially owned by AG Telecom. AGSA disclaims membership in any such group.

The following information with respect to the Potential Group Members is based solely on information provided by TmarPart.

Jereissati Telecom is a corporation (*sociedade anônima*) organized under the laws of Brazil principally engaged, through its subsidiaries, in managing the telecommunications business of the Jereissati Group. The Jereissati Group partially owns and manages 15 shopping malls in the Southern and Southeastern regions of Brazil. The principal office of Jereissati Telecom is located at Rua Angelina Maffei Vita, nº 200, 09th floor, CEP 01455-070, in the city of São Paulo, state of São Paulo, Brazil.

EDSP75 is a corporation (*sociedade anônima*) organized under the laws of Brazil principally engaged, through its subsidiaries, in managing the telecommunications business of the Jereissati Group. The principal office of EDSP75 is located at Rua Angelina Maffei Vita, n° 200, 09th floor, CEP 01455-070, in the city of São Paulo, state of São Paulo, Brazil.

LF Tel is a corporation (*sociedade anônima*) organized under the laws of Brazil principally engaged, through its subsidiaries, in managing the telecommunications business of the Jereissati Group. The principal office of LF Tel is located at Rua Angelina Maffei Vita, nº 200, 09th floor, CEP 01455-070, in the city of São Paulo, state of São Paulo, Brazil.

Portugal Telecom is a limited liability holding company organized under the laws of the Portuguese Republic principally engaged, through its subsidiaries, in providing telecommunications services. The principal executive offices of Portugal Telecom are located at Avenida Fontes Pereira de Melo, 40, 1069-300 Lisboa, Portugal.

Bratel Brasil is a corporation organized under the laws of the Federative Republic of Brazil principally engaged, through its subsidiaries, in managing the investments of Portugal Telecom, directly and indirectly, in the Issuer. The principal executive offices of Bratel Brasil are located at Rua Cubatao, 320, 4th floor, São Paulo, Brazil.

To the knowledge of the Reporting Persons, based solely on information provided by TmarPart, during the last five years, none of the Potential Group Members has (i) been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction such that, as a result of such proceeding, such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws.

(c) The information set forth in Item 2 is hereby incorporated herein by reference.

Except as set forth in this Statement, none of the Reporting Persons nor, to the Reporting Persons best knowledge, any of the persons listed in Exhibit 99.2 hereto, has engaged in any transaction during the past 60 days in any Common Shares.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the Common Shares beneficially owned by the Reporting Persons.

(e) Andrade Gutierrez Telecomunicações Ltda. ceased to be the beneficial owner of more than five percent of the Common Shares on December 3, 2012 as a result of its merger on that date with and into AGSA.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Initial 13D is hereby amended by adding the following paragraphs at the end thereof:

On October 1, 2013, AG Telecom and PASA entered into the MOU with Oi S.A., Portugal Telecom, LF Tel, EDSP75, Bratel, BES and Nivalis with respect to the Business Combination.

As part of the Business Combination, the parties to the MOU have proposed that Oi S.A. enter into the Merger of Shares with the Holding Company as described under the caption Merger of Shares between Oi S.A. and the Holding Company in Item 4 of this Amendment No. 2. Under Section 8 of the MOU, AG Telecom and PASA have agreed, together with the other parties to the MOU, to develop negotiations with a view to achieving the objectives set forth in the MOU, and that such negotiations shall be guided according to the dictates of good faith. AG Telecom and PASA have agreed, together with the other parties to the MOU, to use their best efforts to, within the term of the MOU, or its possible extensions, obtain all necessary approvals by the governing bodies of Oi S.A. and Portugal Telecom, and

negotiate and conclude the Prior Meeting of shareholders of TmarPart, which will address all the steps and conditions of the Business Combination, and the definitive agreements, contemplating the measures necessary for implementation of the Business Combination, as set forth in the terms of the MOU. The MOU provides that upon the completion of the Business Combination, all the shareholders' agreements described in Section 6 of the Initial 13D will be terminated.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

- Exhibit 99.1 Joint Filing Agreement, dated October 8, 2013.
- Exhibit 99.2 Directors and Executive Officers of the Reporting Persons.
- Exhibit 99.3 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)).
- Exhibit 99.4 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)).
- Exhibit 99.5 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)).
- Exhibit 99.6 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)).
- Exhibit 99.7 Shareholders Agreement of PASA Participações S.A., dated as of January 25, 2011, between 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 Portugal Telecom, SGPS, S.A. filed on May 6, 2011 (SEC File No. 001-13758)).
- Exhibit 99.8 Shareholders Agreement of EDSP75 Participações S.A., dated as of January 25, 2011, between Jereissati Telecom (formerly known as 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 Portugal Telecom, SGPS, S.A. filed on May 6, 2011 (SEC File No. 001-13758)).
- Exhibit 99.9

Edgar Filing: Oi S.A. - Form SC 13D/A

Memorandum of Understanding, dated as of October 1, 2013, among Oi S.A., Portugal Telecom SGPS, S.A., AG Telecom Participações S.A., LF Tel. S.A., PASA Participações S.A., EDSP75 Participações S.A., Bratel Brasil S.A., Avistar, SGPS, S.A. and Nivalis Holding B.V. (English translation).

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

Dated: October 8, 2013

Andrade Gutierrez S.A.

By: /s/ Otávio Marques de Azevedo
Name: Otávio Marques de Azevedo
Title: Chief Executive Officer

By: /s/ Luiz Otávio Mourão
Name: Luiz Otávio Mourão
Title: Legal Vice President

PASA Participações S.A.

By: /s/ Otávio Marques de Azevedo
Name: Otávio Marques de Azevedo
Title: Chief Executive Officer

By: /s/ Luiz Otávio Mourão
Name: Luiz Otávio Mourão
Title: Vice President

AG Telecom Participações S.A.

By: /s/ Otávio Marques de Azevedo
Name: Otávio Marques de Azevedo
Title: Chief Executive Officer

By: /s/ Luiz Otávio Mourão
Name: Luiz Otávio Mourão
Title: Vice President