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PORTUGAL TELECOM SGPS SA

Form 425

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Subject Companies: Portugal Telecom, SGPS, S.A.

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Oi S.A.

Commission File No.: 001-15256

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This communication contains information with respect to (1) the proposed merger of shares (*incorporação de ações*) between Oi S.A. (Oi), on the one hand, and Telemar Participações S.A. (CorpCo), on the other hand, and/or (2) an alternative structure under analysis to the proposed merger (*fusão por incorporação*) of Portugal Telecom, SGPS, S.A. (Portugal Telecom) with and into CorpCo (these transactions, together with any other transactions related thereto, the Business Combination).

In connection with the Business Combination, CorpCo or one of its affiliates plans to file, and Portugal Telecom may also file, with the SEC (1) one or more registration statements on Form F-4, containing a prospectus or prospectuses which will be mailed to shareholders of Oi and/or Portugal Telecom, as applicable (other than non-U.S. persons as defined in the applicable rules of the SEC), and (2) other documents regarding the proposed Business Combination.

We urge investors and security holders to carefully read the relevant prospectuses and other relevant materials when they become available as they will contain important information about the proposed Business Combination.

Investors and security holders will be able to obtain the documents filed with the SEC regarding the proposed transactions, when available, free of charge on the SEC's website at www.sec.gov or from Portugal Telecom, Oi or CorpCo.

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securities laws and the rules and regulations of the SEC or of regulatory authorities in other applicable jurisdictions, Portugal Telecom, Oi, CorpCo and their affiliates do not have any intention or obligation to update or to publicly announce the results of any revisions to any of the forward-looking statements to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. You are advised, however, to consult any further disclosures Portugal Telecom, Oi or CorpCo makes on related subjects in reports and communications Portugal Telecom, Oi and CorpCo file with the SEC.

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TABLE OF CONTENTS

1. Announcement by Portugal Telecom, SGPS, S.A., dated January 12, 2015, Portugal Telecom General Shareholder Meeting .

 2. Announcement by Portugal Telecom, SGPS, S.A., dated January 12, 2015, General Meeting of Portugal Telecom Notice of Resumption of the General Meeting on January 22, 2015 .
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