

Portugal Telecom International Finance B.V.  
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 checked="" 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 INTERNATIONAL FINANCE B.V.**

(Name of Subject Companies)

**Not Applicable**

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

**The Netherlands**

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(Jurisdiction of Subject Companies Incorporation or Organization)

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

**Portugal Telecom International Finance B.V.**

(Name of Person(s) Furnishing Form)

**4.125% Exchangeable Bonds due 2014**

(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	Form of Second Supplemental Trust Deed relating to a Trust Deed dated August 28, 2007 in respect of 750 million 4.125% Exchangeable Bonds due 2014

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- 9 Terms and Conditions of the Bonds
- 10 Form of Supplemental Agency Agreement relating to Portugal Telecom International Finance B.V. 750 million 4.125%  
Exchangeable Bonds due 2014

(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.

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

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

**Portugal Telecom International Finance B.V.**

By: /s/ Carlos Manuel Mendes Fidalgo Moreira da Cruz  
Name: Carlos Manuel Mendes Fidalgo Moreira da Cruz  
Title: Managing Director A  
Date: February 7, 2014

By: /s/ W. Roest  
Name: Trust International Management (T.I.M.) B.V.  
Title: Managing Director B  
Date: February 7, 2014