

TIM PARTICIPACOES SA
Form SC 13D/A
February 07, 2014

As filed with the Securities and Exchange Commission on February 7, 2014

Registration No. 333-_____

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)*

TIM PARTICIPAÇÕES S.A.
(Name of Issuer)

COMMON SHARES,
WITHOUT PAR VALUE
(Title of Class of Securities)

88706P 20 5
(CUSIP Number)

ANTONINO CUSIMANO
TELECOM ITALIA S.P.A.
PIAZZA DEGLI AFFARI, 2
20123 MILAN
ITALY

Telephone: +39 06 3688 1

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

With a copy to:
JEFFREY M. OAKES, ESQ.
DAVIS POLK & WARDWELL LLP
99 GRESHAM STREET
LONDON EC2V 7NG
UNITED KINGDOM
Telephone: +44 20 7418 1386

February 6, 2014
(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.

*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.

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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 88706P106
 Number of Shares Beneficially Owned By Each
 Reporting Person With

1. Names of Reporting Persons.	2. Check the Appropriate Box if a	3.	4. Source of Funds (See Instructions)	5. Check if Disclosure of Legal Proceedings Is Required	6. Citizenship or Place of Organization	7. Sole Voting Power	8. Shared Voting Power	9. Sole Dispositive Power	10. Shared Dispositive Power	11.
Telecom Italia S.p.A.	(a) (b)		Not applicable		Italy	1,611,969,946		1,611,969,946		1,611,969,946
Telecom Italia International N.V.	(a) (b)		Not applicable		The Netherlands	1,611,969,946		1,611,969,946		1,611,969,946
TIM Brasil Serviços e Participações S.A.	(a) (b)		Not applicable		Brazil	1,611,969,946		1,611,969,946		1,611,969,946

Explanatory Note

This Amendment No. 3 to Schedule 13D (“Amendment No. 3”) supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on April 1, 2010 (the “Original Schedule 13D”), as amended by Amendment No. 1 to Schedule 13D filed with the SEC on June 13, 2011 (“Amendment No. 1”) and Amendment No. 2 to Schedule 13D filed with the SEC on August 15, 2011 (“Amendment No. 2”), each filed by the Reporting Persons with respect to the common shares without par value of TIM Participações S.A. (the “Issuer”) (the Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2 and this Amendment No. 3, the “Schedule 13D”). Capitalized terms used in this Amendment No. 3 and not otherwise defined shall have the meanings ascribed to such terms in Schedule 13D. This Amendment No. 3 amends items 4 and 7 as set forth below.

Item 4. Purpose of Transaction

Item 4 is hereby supplemented by addition of the following:

On February 6, 2014, Telecom Italia S.p.A. published a press release describing the procedures adopted by the Board of Directors to be followed to manage any extraordinary transaction relating to Telecom Italia shareholdings in Tim Brasil group companies. A copy of Telecom Italia S.p.A.’s press release is filed herewith as Exhibit 1.

Item 7. Material to be Filed as Exhibits

Exhibit No. Description

1 Press Release dated February 6, 2014

SIGNATURES

After reasonable 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.

Date: February 7, 2014

TELECOM ITALIA S.P.A.
By: /s/
Name: Riccardo Amerigo Pettazzi
Title: Director of Corporate Affairs

Date: February 7, 2014

TELECOM ITALIA INTERNATIONAL N.V.
By: /s/
Name: Francesco Saverio Lobianco
Title: Chief Executive Officer

Date: February 7, 2014

TIM BRASIL SERVIÇOS E PARTICIPAÇÕES S.A.
By: /s/
Name: Franco Bertone
Title: Chief Executive Officer