PORTUGAL TELECOM SGPS SA
Form SC14D9C
January 12, 2007

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# SCHEDULE 14D-9C

**Solicitation/Recommendation Statement Under**
**Section 14(d)(4) of the Securities Exchange Act of 1934**

# PORTUGAL TELECOM, SGPS, S.A.

(Name of Subject Company)

# PORTUGAL TELECOM, SGPS, S.A.

(Name of Person(s) Filing Statement)

**Ordinary shares, nominal value 1 each**
**American Depositary Shares, each representing one ordinary share,**
**nominal value 1 per share**
(Title of Class of Securities)

**Ordinary Shares (ISIN: PTPTC0AM0009)**
**American Depositary Shares (CUSIP: 737273102)**
(CUSIP Number of Class of Securities)

**Nuno Prego**
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**Av. Fontes Pereira de Melo, 40**
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(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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1. Letter to Shareholders of Portugal Telecom, SGPS, S.A. ( PT ) and Report of the Board of Directors of PT, dated January 12, 2007.

2.. Letter to Shareholders of PT Multimédia-Serviços de Telecomunicações e Multimédia, SGPS, S.A. ( PTM ) and Report of the Board of Directors of PTM dated January 12, 2007.

**IMPORTANT NOTICE**

The attached communications have been made public by Portugal Telecom, SGPS, S.A. (the Company ) and PT Multimédia-Serviços de Telecomunicações e Multimédia, SGPS, S.A., one of the Company s subsidiaries. Investors are urged to read the Company s Solicitation/Recommendation Statement on Schedule 14D-9 when it is filed by the Company with the U.S. Securities and Exchange Commission (the SEC ), as it will contain important information. The Solicitation/Recommendation Statement and other public filings made from time to time by the Company with the SEC are available without charge from the SEC s website at www.sec.gov and at the Company s principal executive offices in Lisbon, Portugal.

These materials contain forward-looking statements based on management s current expectations or beliefs. These forward-looking statements are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forwarding-looking statements. Forward-looking statements may be identified by words such as believes, expects, anticipates, projects, intend should, seeks, estimates, future or similar expressions. These statements reflect our current expectations. In light of the many risks and uncertainties surrounding the offer, you should understand that we cannot assure you that the forward-looking statements contained in these materials will be realized. You are cautioned not to put undue reliance on any forward-looking information.