

Portugal Telecom International Finance B.V.  
Form CB/A  
February 11, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

(AMENDMENT NO. 1)

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**

(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**

(Date Tender Offer/Rights Offering Commenced)



**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 Number</b> | <b>Description</b>  |
|-----------------------|---|
| 1.1                   | Consent Solicitation Memorandum (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014)   |
| 1.2                   | Disclosure Annex (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014)  |
| 1.3                   | Notice of Meeting (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014)   |
| 1.4                   | Notice published in The New York Times on February 7, 2014 (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014)  |
| 1.5                   | Notice published on Bloomberg on February 7, 2014 (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014)   |
| 1.6                   | Press release, dated February 7, 2014 (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014)   |
| 1.7                   | 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 (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014) |
| 1.8                   | Project MARS Liability management investor relations presentation Script used for investor conference call available on replay (PT Notes and Exchangeable Bonds)  |

(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 Exhibits 1.1, 1.3, 1.6, 1.7 and 1.8.

**PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

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1 The following documents are attached as exhibits to this Form CB:

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 2.1                       | 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 (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014) |
| 2.2                       | Terms and Conditions of the Bonds (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 2014)  |
| 2.3                       | Form of Supplemental Agency Agreement relating to Portugal Telecom International Finance B.V. 750 million 4.125% Exchangeable Bonds due 2014 (previously furnished to the Securities and Exchange Commission as an Exhibit to Form CB on February 7, 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 were filed 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 10, 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 10, 2014

By: /s/ W. Roest  
Name: Trust International Management (T.I.M.) B.V.  
Title: Managing Director B  
Date: February 11, 2014