

PORTUGAL TELECOM SGPS SA  
Form SC TO-T/A  
February 16, 2007

## **SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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### **Schedule TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**(Amendment No. 7)**

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

(Name of Subject Company (Issuer))

**Sonae, SGPS, S.A.,**

**Sonaecom, SGPS, S.A.,**

**and**

**Sonaecom, B.V.**

(Names of Filing Persons (Offerors))

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**Ordinary Shares, nominal value of 0.35 per share**

(Title of Class of Securities)

**ISIN: PTPTC0AM0009**

(CUSIP Number of Class of Securities)

**American Depositary Shares**

**(each representing one Ordinary Share)**

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(Title of Class of Securities)

**737273102**

(CUSIP Number of Class of Securities)

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of the Filing Persons)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This amended Tender Offer Statement (this TO Amendment No. 7 ) amends and supplements the Tender Offer Statement on Schedule TO (as amended, the Schedule TO ) filed initially with the United States Securities and Exchange Commission ( SEC ) on January 16, 2007 (and amended January 25, 2007, January 30, 2007, February 6, 2007, February 12, 2007, February 13, 2007 and February 15, 2007) by Sonae SGPS, S.A. a *sociedade anónima* organized under the laws of Portugal ( Sonae ), Sonaecom, SGPS, S.A., *sociedade anónima* organized under the laws of Portugal ( Sonaecom ), and Sonaecom, B.V., a private limited company organized under the law of the Netherlands and a wholly-owned subsidiary of Sonaecom ( Sonaecom B.V. , and together with Sonae and Sonaecom, the Purchasers ), in connection with the Purchasers offer to purchase for cash all outstanding ordinary shares, nominal value 0.35 each ( Ordinary Shares ) of Portugal Telecom, SGPS, S.A., *sociedade anónima* organized under the laws of Portugal ( PT ), held by U.S. holders (within the meaning of Rule 14d-1(d) under the Securities Exchange Act of 1934) and all outstanding American Depositary Shares, each representing one Ordinary Share, wherever located ( ADSs and, together with the Ordinary Shares, the PT Shares ), upon the terms and subject to the conditions set forth in the offer to purchase dated January 16, 2007 (the Offer to Purchase ) and in the related ADS Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the Offer ). Simultaneously with the Offer, Sonaecom and Sonaecom B.V. are offering in Portugal to purchase for cash all of the Ordinary Shares held by non-U.S. holders and all of the class A shares, nominal value 0.35 each, of PT, at the same price as offered for the PT Shares in the Offer. This TO Amendment No. 7 is filed on behalf of the Purchasers.

The information in the Offer to Purchase and the related ADS Letter of Transmittal is incorporated in this Amended Schedule TO by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

### **Increase of the Offer**

The offer price to be paid pursuant to the U.S. Offer has been increased from 9.50 per Ordinary Share to 10.50 per Ordinary Share (or the U.S. dollar equivalent per ADS). The full text of the press release issued by Sonaecom and Sonaecom B.V. on February 15, 2007, announcing the increase in the offer price is filed herewith as Exhibit (a)(5)(I).

The Offer to Purchase and the related ADS Letter of Transmittal and all other related materials are each hereby amended to delete all references to the offer price of 9.50 per Ordinary Share and to replace them with references to 10.50 per Ordinary Share (or the U.S. dollar equivalent per ADS), except in the Section of the Offer to Purchase titled The U.S. Offer Section 5. The Consideration describing the premium and transaction multiples represented by the offer price.

### **ITEMS 1 THROUGH 9, AND ITEM 11.**

Items 1, through 9, and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, the related ADS Letter of Transmittal and all other related materials, are hereby amended and supplemented as follows:

1. The section of the Offer to Purchase titled Introduction that begins on page 11 is hereby amended to add the following after the thirteenth paragraph:
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As the Purchasers have irrevocably waived, under Portuguese law, any right of the Purchasers to request a further increase in the consideration offered, no increase of the offer price will be permitted by the CMVM, except possibly if there is a competing offer for PT.

**ITEM 12. Exhibits.**

Item 12 is amended and supplemented to include the following exhibits:

| <u>Exhibit Number</u> | <u>Description</u>                                                                                               |
|-----------------------|------------------------------------------------------------------------------------------------------------------|
| (a)(5)(H)             | Portuguese language announcement of increase in offer price issued by Sonaecom, SGPS, S.A. on February 15, 2007. |
| (a)(5)(I)             | English language announcement of increase in offer price issued by Sonaecom, SGPS, S.A. on February 15, 2007.    |

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**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amended Schedule TO is true, complete and correct.

SONAE, SGPS, S.A.

By: /s/ Belmiro Mendes De Azevedo

Name: Belmiro Mendes De Azevedo

Title: Chairman of the Board of Directors

By: /s/ Ângelo Paupério

Name: Ângelo Paupério

Title: Director

SONAECOM, SGPS, S.A.

By: /s/ Christopher Lawrie

Name: Christopher Lawrie

Title: Director

By: /s/ Luís Reis

Name: Luís Reis

Title: Director

SONAECOM, B.V.

By: /s/ Christopher Lawrie

Name: Christopher Lawrie

Title: Director

By: /s/ Luís Reis

Name: Luís Reis

Title: Director

Date: February 16, 2007

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## EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u>                                                                                                                                                                            |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(1)(A)             | Offer to Purchase dated January 16, 2007*                                                                                                                                                     |
| (a)(1)(B)             | Form of ADS Letter of Transmittal*                                                                                                                                                            |
| (a)(1)(C)             | Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees (ADSs)*                                                                                                         |
| (a)(1)(D)             | Form of Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees (ADSs)*                                                                                      |
| (a)(1)(E)             | Form of Notice of Guaranteed Delivery*                                                                                                                                                        |
| (a)(1)(F)             | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*                                                                                                        |
| (a)(1)(G)             | Summary Advertisement dated January 16, 2007*                                                                                                                                                 |
| (a)(5)(A)             | Sonaecom Investor Presentation: Overview of Offer dated January 15, 2007*                                                                                                                     |
| (a)(5)(B)             | Response document issued by Sonaecom, SGPS, S.A. on January 24, 2007**                                                                                                                        |
| (a)(5)(C)             | Roadshow presentation issued by Sonaecom, SGPS, S.A. on January 29, 2007***                                                                                                                   |
| (a)(5)(D)             | Portuguese language newspaper advertisement published in Portugal by Sonaecom, SGPS, S.A. on February 12, 2007****                                                                            |
| (a)(5)(E)             | English translation of Portuguese language newspaper advertisement published in Portugal by Sonaecom, SGPS, S.A. on February 12, 2007****                                                     |
| (a)(5)(F)             | Announcement of recommendation of ISS to Portugal Telecom shareholders to vote to approve the conditions of Sonaecom's offer, issued by Sonaecom, SGPS, S.A. on February 13, 2007****         |
| (a)(5)(G)             | Announcement of recommendation of Glass Lewis to Portugal Telecom shareholders to vote to approve the conditions of Sonaecom's offer, issued by Sonaecom, SGPS, S.A. on February 15, 2007**** |
| (a)(5)(H)             | Portuguese language announcement of increase in offer price by Sonaecom, SGPS, S.A. on February 15, 2007                                                                                      |
| (a)(5)(I)             | English language announcement of increase in offer price issued by Sonaecom, SGPS, S.A. on February 15, 2007                                                                                  |
| (b)(1)                | Cash Confirmation Facility dated January 12, 2007*                                                                                                                                            |
| (b)(2)                | Undertaking to Pay dated January 12, 2007*                                                                                                                                                    |
| (b)(3)                | Common Terms Agreement dated January 12, 2007*                                                                                                                                                |
| (b)(4)                | Form of Acquisition Facility Agreement*                                                                                                                                                       |
| (b)(5)                | English summary of Portuguese language commercial paper program between Sonae and Banco Comercial Português S.A. dated December 5, 2006*                                                      |
| (b)(6)                | English translation of Portuguese language Confirmation Letter dated January 12, 2007*                                                                                                        |

\* Previously filed on Schedule TO dated January 16, 2007

\*\* Previously filed on Amendment 1 to the Schedule TO dated January 25, 2007

\*\*\* Previously filed on Amendment 2 to the Schedule TO dated January 30, 2007

\*\*\*\* Previously filed on Amendment 4 to the Schedule TO dated February 12, 2007

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Previously filed on Amendment 5 to the Schedule TO dated February 13, 2007

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Previously filed on Amendment 6 to the Schedule TO dated February 15, 2007