

PORTUGAL TELECOM SGPS SA
Form 6-K
January 13, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the
Securities Exchange Act of 1934**

For the month of January 2015

Commission File Number 1-13758

PORTUGAL TELECOM, SGPS, S.A.

(Exact name of registrant as specified in its charter)

**Av. Fontes Pereira de Melo, 40
1069 - 300 Lisboa, Portugal**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-Fo

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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

Announcement | Lisbon | 13 January 2015

Portugal Telecom Clarifies ADS Voting Procedures for General Shareholders Meeting to be resumed on January 22, 2015

As announced by Portugal Telecom, SGPS, S.A. (the Company) on January 12, 2015, the General Meeting of Shareholders (the General Meeting) of Portugal Telecom, SGPS, S.A. held on January 12, 2015 to consider the sale of all of the share capital of PT Portugal, SGPS, S.A. to Altice by Oi, S.A. was suspended until January 22, 2015 at 3:00 p.m., Lisbon time.

Deutsche Bank Trust Company Americas, as depositary (the Depositary) for the American Depositary Share (ADS) program of the Company, previously announced the procedures for registered holders (Holders) of ADSs as of the close of business, New York time, on December 21, 2014 (the ADS Record Date) to instruct the Depositary as to the exercise of the voting rights pertaining to the ordinary shares of the Company represented by such Holders ADSs.

Any properly completed voting instruction forms duly received by the Depositary as of 8:00 a.m., New York time, on January 2, 2015, the original voting instruction deadline (the Original ADS Voting Deadline), will remain valid for the General Meeting when it is resumed on January 22, 2015.

For any Holder of ADSs as of the ADS Record Date whose properly completed voting instruction form was or is duly received by the Depositary after the Original ADS Voting Deadline but on or prior to 10:00 a.m., New York time, on January 14, 2015 (the New ADS Voting Deadline), the Depositary shall endeavor, insofar as practicable and permitted under the provisions of the Deposit Agreement governing the ADSs, and under the provisions of applicable law and of the Company's Articles of Association governing the ordinary shares, to vote or cause to be voted (in person or by proxy) the amount of ordinary shares represented by ADSs for which voting instructions are properly received in accordance with such voting instructions, including by aggregating, insofar as practicable, in blocks of 500, ADSs of various Holders who have instructed the Depositary in identical manner as to the exercise of rights with respect to the matter to be voted upon. Each Holder is entitled under the Deposit Agreement to instruct the Depositary as to the exercise of one vote for each 500 ADSs held by such Holder.

The Depositary shall not be liable for any failure to carry out any instructions to vote any of the ordinary shares, or for the manner in which such vote is cast, provided that such action or inaction is in good faith, or the effect of any such vote.

Portugal Telecom, SGPS, SA
Avenida Fontes Pereira de
Melo, 40
1069-300 Lisbon

Public company
Share capital Euro 26,895,375
Registered in the Commercial
Registry Office of Lisbon
and Corporation no. 503 215 058

Portugal Telecom is listed on
the Euronext and New York
Stock Exchange. Information
may be accessed on the
Reuters under the symbols

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Portugal

PTC.LS and PT and on
Bloomberg under the symbol
PTC PL.

www.ptsgps.pt

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 13, 2015

PORTUGAL TELECOM, SGPS, S.A.

By: */s/ Nuno Vieira*
Nuno Vieira
Investor Relations Director

FORWARD-LOOKING STATEMENTS

This document may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words anticipates, believes, estimates, expects, plans and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.