

PORTUGAL TELECOM SGPS SA  
Form 6-K  
February 26, 2009

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## 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 February 2009**

**Commission File Number 1-13758**

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## **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-F

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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

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**PORTUGAL TELECOM, SGPS S.A.**

Public Company  
Registered Office: Avenida Fontes Pereira de Melo, 40, Lisboa  
Share Capital: 26,895,375 Euros  
Registered with the Commercial Registry of Lisbon and  
Corporation no. 503 215 058

**ADDENDUM TO NOTICE**

Pursuant to article 378 of the Portuguese Companies Code and upon request of the shareholders Ongoing Strategy Investments, SGPS S.A. and Grupo Visabeira, SGPS S.A., the following item is added to the agenda established in the notice of the General Meeting of Shareholders of Portugal Telecom, SGPS S.A., to be held at the Company's registered office, at Fórum Telecom, Avenida Fontes Pereira de Melo, 40, in Lisboa, at 2:00 (two) p.m., on 27 March 2009:

To resolve on an amendment to number 1 of article 18 of the Company's Articles of Association .

Taking into account the subject of this item, as well as the impact it may have on the current item 5 on the Agenda, such item is inserted as the new item 5 on the Agenda, the new Agenda to be as follows:

- 1:** To resolve on the management report, balance sheet and accounts for the year 2008;
- 2:** To resolve on the consolidated management report, balance sheet and accounts for the year 2008;
- 3:** To resolve on the proposal for application of profits and distribution of reserves;
- 4:** To resolve on a general appraisal of the Company's management and supervision;

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- 5:** To resolve on an amendment to number 1 of article 18 of the Company's Articles of Association;
- 6:** To resolve on the election of the members of the corporate bodies and of the Compensation Committee for the 2009-2011 term of office;
- 7:** To resolve on the election of the Chartered Accountant, effective and alternate, for the 2009-2011 term of office;
- 8:** To resolve on an amendment to number 4 of article 13 of the Company's Articles of Association;
- 9:** To resolve on the acquisition and disposal of own shares;

**10:** To resolve, pursuant to number 4 of article 8 of the Articles of Association, on the parameters applicable in the event of any issuance of bonds convertible into shares that may be resolved upon by the Board of Directors;

**11:** To resolve on the suppression of the pre-emptive right of shareholders in the subscription of any issuance of convertible bonds as referred to under item 9 hereof as may be resolved upon by the Board of Directors;

**12:** To resolve on the issuance of bonds and other securities, of whatever nature, by the Board of Directors, and notably on the fixing of the value of such securities in accordance with number 3 of article 8 and paragraph e) of number 1 of article 15 of the Articles of Association;

**13:** To resolve on the acquisition and disposal of own bonds and other own securities.

Since the date hereof, the full text of the proposed amendment to the Articles of Association, will be made available to the shareholders at the Company's registered office and on the Internet site [www.telecom.pt](http://www.telecom.pt).

Lisbon, 20 February 2009.

The Chairman of the General Meeting of Shareholders

*António Manuel da Rocha e Menezes Cordeiro*

Announcement 25 February 2009, Lisbon

**Proposal for the election of the corporate bodies for the 2009/2011 term of office**

Portugal Telecom informs that it has received from its shareholders Banco Espírito Santo, S.A. and Caixa Geral de Depósitos, S.A. the following joint proposal to be submitted to the Annual General Meeting in relation to the appointment of the corporate bodies for 2009/2011 term of office.

**Shareholders Meeting Board**

Chairman: António Manuel da Rocha e Menezes Cordeiro  
Vice-Chairman: Eduardo Augusto Vera Cruz Pinto  
Secretary: Francisco Manuel Balixa Tapum Leal Barona

**Board of Directors**

Chairman: Henrique Manuel Fusco Granadeiro  
Directors: Zeinal Bava(1)  
Luís Pacheco de Melo(2)  
Carlos Alves Duarte(3)  
Rui Pedro Soares(3)  
Manuel Rosa da Silva(3)  
Fernando Soares Carneiro(3)  
Shakhaf Wine(3)  
José Maria Alvarez-Pallete Lopéz  
Francisco Manuel Marques Bandeira  
José Guilherme Xavier de Basto  
Santiago Fernández Valbuena  
João Manuel de Mello Franco  
Joaquim Aníbal Brito Freixial de Goes  
Mário João de Matos Gomes  
Gerald Stephen McGowan  
Rafael Luís Mora Funes  
Maria Helena Nazaré(4)  
Amílcar Carlos Ferreira de Morais Pires  
António Manuel Palma Ramalho  
Francisco Teixeira Pereira Soares  
Jorge Humberto Correia Tomé  
Paulo José Lopes Varela  
Milton Almicar Silva Vargas(4)  
Nuno Rocha dos Santos de Almeida e Vasconcellos

**Audit Committee**

Chairman: João Manuel de Mello Franco  
Members: José Guilherme Xavier de Basto  
Mário João de Matos Gomes

**Compensation Committee**

Chairman: Álvaro João Duarte Pinto Correia  
Members: Francisco Adelino Gusmão Esteves de Carvalho  
Francisco José Queiroz de Barros Lacerda

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- (1) Chief Executive Officer, subject to approval of the composition of the Executive Committee by the proposed Board of Directors, following the respective appointment at the General Meeting.
  - (2) Chief Financial Officer, subject to approval of the composition of the Executive Committee by the proposed Board of Directors, following the respective appointment at the General Meeting.
  - (3) Members of the Executive Committee, subject to approval of the composition of the Executive Committee by the proposed Board of Directors, following the respective appointment at the General Meeting.
  - (4) The maintenance in this list is subject to the approval of the change of number 1 of article 18 of the Articles of Association.

Portugal Telecom, SGPS, SA  
Avenida Fontes Pereira de Melo, 40  
1069-300 Lisbon  
Portugal  
[www.telecom.pt](http://www.telecom.pt)

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

**Nuno Vieira**  
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<http://ir.telecom.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: February 26, 2009

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.