

BRASIL TELECOM SA
Form SC TO-C
May 13, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

BRASIL TELECOM S.A.

(Name of subject company (Issuer))

TELEMAR NORTE LESTE S.A.

a subsidiary of

TELE NORTE LESTE PARTICIPAÇÕES S.A.

(Names of Filing Persons (Offerors))

Preferred Shares, no par value, and American

Depository Shares

10553M101

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(Title of classes of securities)

(CUSIP number of preferred shares)

Roberto Terziani

Investor Relations Director

Rua Humberto de Campos, 425

7° andar

Leblon, Rio de Janeiro, RJ, Brazil 22430-190

Tel: +55 21 3131-1208

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation*
Not applicable*

Amount of Filing Fee*
Not applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

** Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:
Form of Registration No.:

N/A Filing Party:
N/A Date Filed:

N/A
N/A

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

x 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

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“ 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: ”

Acquisition of Brasil
Telecom
May 2008

1
Additional Information and Where to Find It
This
presentation
is
for
informational
purposes

only
and
is
not
an
offer
to
purchase
or
a
solicitation
of
an
offer
to
sell
any
shares
of
Brasil
Telecom
Participações
S.A.
(B RTP)
or
Brasil
Telecom
S.A.
(BR TO).
The
proposed
tender
offers
for
the
outstanding
common
shares
and
a
portion
of
the
preferred
shares
of
B RTP
and
BR TO
described

in
this
presentation
have
not
commenced.

Any
offer
to
purchase
or
the
solicitation
of
an
offer
to
sell

(1)
any
preferred
shares
of
B RTP,
including
the
preferred
shares
underlying
B RTP s
American
Depositary
Receipts,

(2)
any
preferred
shares
of
B RTO,
including
the
preferred
shares
underlying
B RTO s
American
Depositary
Receipts,

or
(3) common

shares
of
B RTP
or
B RTO
will
be
made
only
pursuant
to
offers
to
purchase
and
related
materials
that
Telemar
Norte
Leste
S.A.
(TMAR)
intends
to
file
with
the
U.S.
Securities
and
Exchange
Commission
(the
Commission)
upon
commencement
of
these
offers.
TMAR
urges
shareholders
who
are
eligible
to
participate
in
any

of
these
tender
offers
to
carefully
read
the
offers
to
purchase
and
related
materials
relating
to
the
offer
or
offers
in
which
they
are
eligible
to
participate
when
they
become
available
and
prior
to
making
any
decisions
with
respect
to
that
tender
offer
as
these
documents
will
contain
important
information

about
that
tender
offer.
Following
the
filing
with
the
Commission
of
(1)
the
offers
to
purchase
and
related
materials
relating
to
the
offers
for
the
common
shares
and/or
the
preferred
shares
of
B RTP
and/or
B RTO,
or
(2)
any
other
tender
offer
materials
related
to
the
offers
for
the
common
shares

and/or
the
preferred
shares
of
B RTP
and/or
BR TO,
shareholders
of
B RTP
and
BR TO
will
be
able
to
obtain
the
filed
documents
free
of
charge
on
the
Commission s
website
at
www.sec.gov
or
from
TMAR.
This
presentation
is
also
being
made
in
respect
of
(1)
the
proposed
merger
(incorporação)
of
B RTP
with

and
into
BRTO,
and
(2)
the
proposed
merger
(incorporação)
of
BRTO
with
and
into
TMAR.
In
connection
with
the
proposed
merger
of
BRTP
with
and
into
BRTO,
TMAR
plans
to
cause
BRTO
to
file
with
the
Commission
(1)
a
registration
statement
on
Form
F-4,
containing
a
prospectus
which
will
be

mailed
to
the
shareholders
of
BRTP,
and
(2)
other
documents
regarding
this
proposed
merger.
In
connection
with
the
proposed
merger
of
BRTO
with
and
into
TMAR,
TMAR
plans
to
file
with
the
Commission
(1)
a
registration
statement
on
Form
F-4,
containing
a
prospectus
which
will
be
mailed
to
the
shareholders

of
BRTO,
and
(2)
other
documents
regarding
the
proposed
merger.
TMAR
urges
investors
and
security
holders
to
carefully
read
the
relevant
prospectus
and
other
relevant
materials
when
they
become
available
as
they
will
contain
important
information
about
the
proposed
mergers.
Investors
and
security
holders
will
be
able
to
obtain
the

documents
filed
with
the
Commission
regarding
the
proposed
mergers,
when
available,
free
of
charge
on
the
Commission's
website
at
www.sec.gov
or
from
TMAR.

Agenda
2
The
Restructuring
of
Telemar
Participações

Proposed Transaction: BrTP
Acquisition
Expected Benefits

3
3
The Restructuring of
Telemar
Participações

4

Ownership Restructuring -
Telemar Participações

*

Oi employees

pension fund. ** Pension funds: Previ, Petros, Funcef, FASS and Telos

Current

Ownership

Total

FASS

Fundação Atlântico*

3

Subtotal

BNDESPAR

4
FIAGO**
5
ALUTRENS
6
ASSECA
7
LEXPART
8
2
1
LF TELECOM
AG TELECOM
% ONs
100.00
4.00
24.55
25.00
19.90
10.00
10.275
10.275
10.275
10.275
AG TELECOM
1
LF TELECOM
2
FASS
Fundação Atlântico*
3
Subtotal
BNDESPAR
4
Post Restructuring
Ownership
Total
PREVI
5
PETROS
6
FUNCEF
7
19.34
19.34
11.50
50.18
% ONs
100.00
16.86

12.96
10.00
10.00

5
5
The Proposed Transaction

6
Corporate Structure
Current
Structures
ON: 53.8%
PN: 0.0%
Total: 17.9%
ON: 97.4%
PN: 79.4%
(1)
Total: 87.5%

(1)

ON: 51.6%

PN: 0.0%

Total: 18.9%

ON: 99.1%

PN: 40.6%

Total: 67.3%

(1) Includes preferred shares held directly by TmarPart

100%

100%

TmarPart

TNE

TMAR

Oi

Invitel/

Solpart

B RTP

BRTO

BRT GSM

7
Simplified Structure of the Acquisition of Brasil
Telecom

TMAR
acquires
the
control
of
BrTP
Step 6

Merger
(Incorporação)
of
Invitel
/
Solpart
into
Brasil
Telecom
Participações
(BRT)
Step 8

Merger
(Incorporação)
of
Brasil
Telecom
Participações
(BRT)
into
Brasil
Telecom
(BTM)
Step 9

Brasil
Telecom
(BTM)
share
exchange
(Incorporação
de
Ações)
into
TMAR
Step 10

TMAR
makes
a
voluntary
tender
offer
for
1/3
of
the
free-float
of
preferred
shares
of
Brasil
Telecom
Participações
and
Brasil
Telecom:
BRTP4 (R\$30.47) and BRTO4 (R\$23.42)
Step 3

Commission
Agent