

OI S.A.  
Form 425  
September 09, 2014

Filed by Telemar Participações S.A.

Pursuant to Rule 425 of the Securities Act of 1933

Subject Company: Oi S.A.

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THE FOLLOWING ARE MATERIALS MADE PUBLIC BY TELEMAR PARTICIPAÇÕES S.A. ( TMARPART )  
RELATING TO THE PROPOSED MERGER OF SHARES (*INCORPORAÇÃO DE AÇÕES*) BETWEEN  
TMARPART AND OI S.A. ( OI ).

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Document</b>
1	Material Fact, dated September 8, 2014 (English translation).