

TIM S.p.A.
Form SC 13D/A
February 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 22)*

TIM S.p.A.

(Name of Issuer)

Ordinary Shares with no nominal value

(Title of Class of Securities)

87927W10

(CUSIP Number)

George E. Bushnell III, Esq.

Senior Vice President and Deputy General Counsel

Vivendi S.A

1755 Broadway

New York, New York 10019

Telecopy: (212) 445-3812

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 24, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Person.

I.R.S. Identification Nos. of above persons (entities only)

Vivendi S.A.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC, AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

France

7. Sole Voting Power

Number of

Shares

3,640,109,990

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

3,640,109,990

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,640,109,990

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

23.943%

14. Type of Reporting Person (See Instructions)

HC

This Amendment No. 22 (this Amendment) amends and supplements the Schedule 13D filed on July 1, 2015 (the Original Filing), as amended by Amendment No. 1 filed on October 5, 2015 (Amendment No. 1), Amendment No. 2 filed on October 23, 2015 (Amendment No. 2), Amendment No. 3 filed on December 17, 2015 (Amendment No. 3), Amendment No. 4 filed on January 20, 2016 (Amendment No. 4), Amendment No. 5 filed on February 19, 2016 (Amendment No. 5), Amendment No. 6 filed on March 1, 2016 (Amendment No. 6), Amendment No. 7 filed on March 11, 2016 (Amendment No. 7), Amendment No. 8 filed on May 10, 2016 (Amendment No. 8), Amendment No. 9 filed on May 20, 2016 (Amendment No. 9), Amendment No. 10 filed on November 22, 2016 (Amendment No. 10), Amendment No. 11 filed on December 6, 2016 (Amendment No. 11), Amendment No. 12 filed on December 7, 2016 (Amendment No. 12), Amendment No. 13 filed on April 14, 2017 (Amendment No. 13), Amendment No. 14 filed on May 10, 2017 (Amendment No. 14), Amendment No. 15 filed on June 2, 2015 (Amendment No. 15), Amendment No. 16 filed on July 31, 2017 (Amendment No. 16), Amendment No. 17 filed on October 2, 2017 (Amendment No. 17), Amendment No. 18 filed on March 26, 2018 (Amendment No. 18), Amendment No. 19 filed on April 9, 2018 (Amendment No. 19), Amendment No.20 filed on May 8, 2018 (Amendment N. 20) and Amendment No.21 filed on January 14, 2019 (Amendment No. 21 ; and together with the Original Filing and Amendment Nos. 1 through 20, the Schedule 13D) by the Filing Person relating to the ordinary shares, without nominal value (the Shares), of TIM S.p.A., a company formed under the laws of the Republic of Italy (the Issuer or the Company). Information reported in the Schedule 13D remains in effect except to the extent that it is amended, supplemented, restated or superseded by information contained in this Amendment. Each capitalized term used herein but not defined in this Amendment shall have the meaning assigned to such term in the Schedule 13D.

Item 4. Purpose of the Transaction

Item 4 is hereby amended and supplemented by the addition of the following:

On February 24, 2019, the Reporting Person issued a press release outlining its proposal to restore value to the Company as part of a proxy solicitation launched in accordance with Italian law.

As previously reported by the Reporting Person on Amendment No. 21 to the Schedule 13D filed on January 14, 2019, the Issuer s Shareholders Meeting scheduled to be held on March 29, 2019, will notably vote on resolutions submitted by the Reporting Person to:

Revoke 5 (five) of the Issuer s current Directors in the persons of Messrs. Fulvio Conti, Alfredo Altavilla, Massimo Ferrari, Dante Roscini and Ms. Paola Giannotti de Ponti; and

Appoint 5 (five) new Directors in the persons of Mr. Franco Bernabè, Mr. Rob van der Valk, Ms. Flavia Mazzarella, Mr. Gabriele Galateri di Genola and Mr. Francesco Vatalaro, in replacement of the revoked directors.

The Reporting Person is soliciting proxies from the holders of the Issuer s Shares for the approval of the two above-mentioned proposed resolutions and has prepared an information prospectus in connection with such solicitation which was reviewed by the Consob (the Italian financial markets regulator). An English translation of the Prospectus, the Notice to the Shareholders of Telecom Italia S.p.A., the Proxy Form and the press release issued by the Reporting Person on February 24, 2019 are attached hereto as Exhibits 1 through 4 and incorporated herein by reference.

Signature

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

Dated: February 26, 2019

VIVENDI S.A.

By: /s/ George E. Bushnell III
Name: George E. Bushnell III
Title: Senior Vice President
& Deputy General Counsel

SCHEDULE I-A

The name and present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each director of Vivendi are set forth below.

Unless otherwise specified, each person listed below is a citizen of France.

| Name | Present principal occupation or employment | Principal Business Address and Citizenship (if other than France) |
|--------------------------|------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| Management Board | | |
| Mauro de Felice | Chairman of the Management Board and CEO, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Stéphane Alix | Chief Executive Officer, Bolloré | 42, avenue de Friedland, 75008 Paris, France |
| Philippe de Fontenay | Group and Senior Vice President responsible for inter-group coordination at Vivendi | |
| Philippe de Fontenay | Chief Financial Officer, Bolloré | 42, avenue de Friedland, 75008 Paris, France |
| Philippe de Fontenay | Group and Senior Vice President responsible for investor relations and inter-group financial communications at Vivendi | |
| Philippe de Fontenay | Chief Financial Officer, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Philippe de Fontenay | Chief Operating Officer, Vivendi and Chief Executive Officer, Gameloft SE | 42, avenue de Friedland, 75008 Paris, France |
| Philippe de Fontenay | Senior Executive Vice President and Group General Counsel, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Philippe de Fontenay | Chairman of Vivendi Village, Senior Executive Vice President, Communications, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Supervisory Board | | |
| Philippe de Fontenay | Chairman of the Supervisory Board, Vivendi, and Chairman and Chief Executive Officer, Havas Group | 29/30, quai de Dion Bouton Puteaux Cedex 92800 France |
| Philippe de Fontenay | Vice Chairman of the Supervisory Board, Co-Founder and Chairman and Chief Executive Officer, Interparfums SA | 4, rond-point des Champs-Élysées 75008 Paris France |
| Philippe de Fontenay | Chairman of the Board and Managing Director, Quinta Communications | 32-34, rue Poussin, 75016 Paris France Tunisian citizen |
| Philippe de Fontenay | Member of the Supervisory Board, Vivendi | 42, avenue de Friedland, 75008 Paris, France |

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|------------------------|----------------------------------------------------------|---------------------------------------------------|
| alo Cardoso | Assistant Treasurer, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| minique Delpont | Global Managing Director and Chief Client Officer, Havas | 29/30, Quai de Dion-Bouton, 92800 Puteaux, France |
| ronique ot-Argentin | Training Manager, Vivendi | 42, avenue de Friedland, 75008 Paris, France |

| | | |
|--------------------|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Aliza Jabès | Chairwoman, Nuxe group | 19, rue Pécelet, 75015 Paris, France |
| Cathia Lawson-Hall | Senior Banker and Head of Financial Institutions Group for Africa, Société Générale | 17, Cours Valmy 92800 Paris La Défense 7, France |
| Sandrine Le Bihan | Group Company Directory and Database Manager, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Michèle Reiser | Philosopher | 6, place Saint-Germain-des-Prés, 75006 Paris, France |
| Katie Stanton | Chief Marketing Officer, Color Genomics | 1801 Murchison Dr #128, Burlingame, CA 94010, USA American citizen |