

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

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 February 2009

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-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

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.

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

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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

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.

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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.