

TELECOM ITALIA MEDIA SPA  
Form CB/A  
March 31, 2015

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

Form CB

TENDER OFFER/RIGHTS OFFERING  
NOTIFICATION FORM  
(AMENDMENT NO. 5)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|   |                                  |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering)             | <input type="radio"/>            |
| Securities Act Rule 802 (Exchange Offer)              | <input checked="" type="radio"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)   | <input type="radio"/>            |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="radio"/>            |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="radio"/>            |

Filed or submitted in paper if permitted   
by Regulation S-T Rule 101(b)(8)

Note: Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

Telecom Italia Media S.p.A.  
(Name of Subject Company)

Not Applicable  
(Translation of Subject Company's Name into English (if applicable))

Italy  
(Jurisdiction of Subject Company's Incorporation or Organization)

Telecom Italia S.p.A.  
(Name of Person(s) Furnishing Form)

Ordinary Shares and Savings Shares  
(Title of Class of Subject Securities)

Not Applicable  
(CUSIP Number of Class of Securities (if applicable))

Rocco Ramondino  
Telecom Italia Media S.p.A.  
Via della Pineta Sacchetti 229  
00168 Rome  
Italy

Telephone: +39 06 36881

with copies to:

Umberto Pandolfi  
Telecom Italia S.p.A.  
Via Gaetano Negri 1  
20123 Milan  
Italy  
Telephone: +39 06 36882892

and:

Jeffrey M. Oakes  
Davis Polk & Wardwell London LLP  
5 Aldermanbury Square  
London EC2V 7HR  
United Kingdom  
Telephone: +44 20 7418 1300

(Name, Address (including zip code) and Telephone Number (including  
area code) of Person(s) Authorized to Receive Notices and  
Communications on Behalf of Subject Company)

Not Applicable  
(Date Tender Offer/Rights Offering Commenced)

---

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

(a)(1) Notice of convening of Ordinary and Extraordinary Meeting (in a single call) on May 20, 2015 of Telecom Italia S.p.A.'s Ordinary Shareholders to, among other matters, approve resolutions related to the merger by incorporation of Telecom Italia Media S.p.A. into Telecom Italia S.p.A.

(b) Not applicable.

Item 2. Informational Legends

The merger described herein relates to the securities of two foreign companies. The merger in which Telecom Italia Media S.p.A. ordinary shares and savings shares will be converted into Telecom Italia S.p.A. ordinary shares and saving shares, respectively, is subject to disclosure and procedural requirements of a foreign country that are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws, since Telecom Italia S.p.A. and Telecom Italia Media S.p.A. are located in Italy, and some or all of their officers and directors may be residents of Italy or other foreign countries. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.

You should be aware that Telecom Italia S.p.A. may purchase securities of Telecom Italia Media S.p.A. otherwise than under the merger offer, such as in open market or privately negotiated purchases.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

(1) Not applicable.

(2) Not applicable.

(3) Not applicable.

PART III - CONSENT TO SERVICE OF PROCESS

(1) A written irrevocable consent on Form F-X has been filed by Telecom Italia S.p.A. with the Commission on February 20, 2015.

(2) Not applicable.

Exhibit Index

| Exhibit Number              | Description   |
|-----------------------------|---|
| 1.0*                        | English joint press release of Telecom Italia S.p.A. and Telecom Italia Media S.p.A. dated February 19, 2015 relating to the proposed merger.   |
| 1.1*                        | Notice of convening of Ordinary and Extraordinary Meeting (in a single call) of Telecom Italia Media's Ordinary Shareholders to, among other matters, approve plan for the merger of Telecom Italia Media S.p.A. with and into Telecom Italia S.p.A. dated February 19, 2015.   |
| 1.2**                       | Information Document (and related annexes) deposited on February 26, 2015 with the authorized central storage mechanism "1INFO" (www.1info.it) pursuant to article 5 of CONSOB Regulation No. 17221 of March 12, 2010, as amended, relating to the merger of Telecom Italia Media S.p.A. with and into Telecom Italia S.p.A.  |
| Annexes to Exhibit 1.2**    | <ol style="list-style-type: none"> <li>1. Opinion of the Board Committee of Telecom Italia Media S.p.A. dated February 19, 2015 relating to the proposed merger.</li> <li>2. Fairness opinion of Equita SIM S.p.A. dated February 19, 2015 relating to the proposed merger.</li> <li>3. Fairness opinion of Prof. Stefano Caselli dated February 19, 2015 relating to the proposed merger.</li> </ol>   |
| 1.3***                      | English joint press release of Telecom Italia S.p.A. and Telecom Italia Media S.p.A. dated March 19, 2015 relating to the approval of the merger plan and the definitive exchange ratio.  |
| 1.4****                     | Supplement (and related annexes), dated March 26, 2015, to the Information Document (and related annexes) deposited on February 26, 2015 with the authorized central storage mechanism "1INFO" (www.1info.it) pursuant to article 5 of CONSOB Regulation No. 17221 of March 12, 2010, as amended, relating to the merger of Telecom Italia Media S.p.A. with and into Telecom Italia S.p.A.             |
| Annexes to Exhibit 1.4****  | <ol style="list-style-type: none"> <li>1. Bring-Down Fairness Opinion of Equita SIM S.p.A. dated March 19, 2015</li> <li>2. Bring-Down Fairness Opinion of Prof. Stefano Caselli dated March 19, 2015</li> <li>3. Opinion of the Board Committee of Telecom Italia Media S.p.A. dated March 19, 2015</li> </ol>   |
| 1.5*****                    | Report of the Common Representative of savings shareholders of Telecom Italia Media S.p.A (and related annexes) dated March 24, 2015  |
| Annexes to Exhibit 1.5***** | <ol style="list-style-type: none"> <li>1. English joint press release of Telecom Italia S.p.A. and Telecom Italia Media S.p.A. dated February 19, 2015 relating to the proposed merger.</li> <li>2. English joint press release of Telecom Italia S.p.A. and Telecom Italia Media S.p.A. dated March 19, 2015 relating to the approval of the merger plan and the definitive exchange ratio.</li> </ol> |
| 1.6*****                    | Notice of special meeting of savings shareholders of Telecom Italia Media S.p.A   |
| 1.7                         |   |

Edgar Filing: TELECOM ITALIA MEDIA SPA - Form CB/A

Notice of convening of Ordinary and Extraordinary Meeting (in a single call) on May 20, 2015 of Telecom Italia S.p.A.'s Ordinary Shareholders to, among other matters, approve resolutions related to the merger by incorporation of Telecom Italia Media S.p.A. into Telecom Italia S.p.A.

- 
- \* Previously furnished to the Commission as an exhibit to Form CB dated February 20, 2015.
  - \*\* Previously furnished to the Commission as an exhibit to Form CB dated February 26, 2015.
  - \*\*\* Previously furnished to the Commission as an exhibit to Form CB dated March 19, 2015.
  - \*\*\*\* Previously furnished to the Commission as an exhibit to Form CB dated March 27, 2015.
  - \*\*\*\*\* Previously furnished to the Commission as an exhibit to Form CB dated March 30, 2015.
-

PART IV - SIGNATURES

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

/s/ Umberto Pandolfi  
(Signature)

Umberto Pandolfi –  
Company Manager  
(Name and Title)

March 31, 2015  
(Date)

---