

TELESP HOLDING CO  
Form F-6EF  
June 09, 2011

As filed with the Securities and Exchange Commission on June 9, 2011

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

**FEDERATIVE REPUBLIC OF BRAZIL**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

(Exact name of depositary as specified in its charter)

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One Wall Street, New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 29th Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per</b>	<b>Proposed maximum</b>	<b>Amount of registration</b>
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<b>Securities to be registered</b>	<b>unit <sup>(1)</sup></b>	<b>aggregate offering price <sup>(1)</sup></b>	<b>fee</b>
American Depositary Shares representing non-voting preferred shares of Telecomunicações de São Paulo S.A. Telesp. (1)	500,000,000 American Depositary Shares	\$5.00 \$25,000,000	\$2,902.50

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

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The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and 18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16, and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15, and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17

dividends, splits or plans of reorganization

and 18

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depository and the list of

holders of Receipts

(ix) Restrictions upon the right to deposit or

Articles number 2, 3, 4, 5, 6 and 8

withdraw the underlying securities

(x) Limitation upon the liability of the depository

Articles number 14, 18, 19 and 21

3. Fees and Charges

Articles number 7 and 8

Item 2.

Available Information

Public reports furnished by issuer

Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of July 27, 1998, as amended and restated as of August 13, 2010, among Telecomunicações de São Paulo S.A. - Telesp, The Bank of New York Mellon, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of Amended Letter Agreement among Telecomunicações de São Paulo S.A. - Telesp and The Bank of New York Mellon relating to pre-release activities. Filed herewith as Exhibit 2.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) and (b) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the depositary shares, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of depositary shares thirty days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, June 9, 2011.

Legal entity created by the agreement for the issuance of American Depositary Shares for Non-voting preferred shares, without par value, of Telecomunicações de São Paulo S.A. Telesp.

By:

The Bank of New York Mellon,  
As Depositary

By: /s/ Nuno Da Silva

Name: Nuno Da Silva

Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, Telecomunicações de São Paulo S.A. - Telesp has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of São Paulo, Brazil on June 9, 2011.

**TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP**

By: /s/ Antonio Carlos Valente da Silva  
Name: Antonio Carlos Valente da Silva  
Title: Chief Executive Officer and Director

By: /s/ Gilmar Roberto Pereira Camurra  
Name: Gilmar Roberto Pereira Camurra  
Title: Chief Financial and Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 9, 2011.

/s/ Luis Miguel Gilperez López  
Luis Miguel Gilperez López  
Director

/s/ Donald J. Puglisi  
Donald J. Puglisi  
Managing Director, Puglisi & Associates  
Authorized U.S. Representative

/s/ Fernando Xavier Ferreira  
Fernando Xavier Ferreira  
Director

/s/ Gilmar Roberto Pereira Camurra  
Gilmar Roberto Pereira Camurra  
Principal Financial and Accounting Officer

/s/ Luiz Fernando Furlan  
Luiz Fernando Furlan  
Director

/s/ Antonio Carlos Valente da Silva  
Antonio Carlos Valente da Silva  
Principal Executive Officer

/s/ Luciano Carvalho Ventura  
Luciano Carvalho Ventura  
Director

\_\_\_\_\_  
Antonio Viana-Baptista  
Director



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/s/ José Maria Alvarez-Pallete López  
José Maria Alvarez-Pallete López  
Director

/s/ José Fernando de Almansa Moreno-Barreda  
José Fernando de Almansa Moreno-Barreda  
Director

/s/ Luis Javier Bastida Ibarguen  
Luis Javier Bastida Ibarguen  
Director

/s/ Francisco Javier de Paz Mancho  
Francisco Javier de Paz Mancho  
Director

/s/ Guillermo Fernandez Vidal  
Guillermo Fernandez Vidal  
Director

/s/ Juan Carlos Ros Brugera  
Juan Carlos Ros Brugera  
Director

/s/ Iñaki Urdangarín  
Iñaki Urdangarín  
Director

/s/ José Manuel Fernandez Norniella  
José Manuel Fernandez Norniella  
Director

/s/ Narcis Serra Serra  
Narcis Serra Serra  
Director

\_\_\_\_\_  
Fernando Abril Morterll-Hernandez  
Director

\_\_\_\_\_  
Miguel Angel Gutierrez Mendez  
Director

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

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