

OI S.A.  
Form 6-K/A  
December 17, 2015

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

**FORM 6-K/A**

**Report of Foreign Private Issuer Pursuant to Rule 13a-16 or**  
**15d-16 of the Securities Exchange Act of 1934**  
**For the month of December 2015**  
**Commission File Number: 1-15256**

**OI S.A.**

**(Exact Name as Specified in its Charter)**

**N/A**

**(Translation of registrant's name into English)**

**Rua General Polidoro, No. 99, 5th floor/part Botafogo**  
**22280-001 Rio de Janeiro, RJ**

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**Federative Republic of Brazil**

**(Address of principal executive offices)**

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

**Form 20-F:**  **Form 40-F:**

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1)):

Yes:  **No:**

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7)):

Yes:  **No:**

(Indicate by check mark whether the registrant by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes:  **No:**

If **Yes** is marked, indicate below the file number assigned to the  
registrant in connection with Rule 12g3-2(b):

**EXPLANATORY NOTE**

This Amendment to our report on Form 6-K, which was originally furnished to the U.S. Securities and Exchange Commission on December 15, 2015 (the Original Form 6-K ), is being furnished solely for the purposes of amending the Original Form 6-K to update the Notice to the Market, dated December 14, 2015 (English translation) ( Notice to the Market ) because an updated version of the Portuguese original was filed at the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* CVM) request that the Notice to the Market shall include the average price per common share of R\$2.2385569. An updated version of the Notice to the Market has been attached to this Amendment and supersedes the earlier version attached to the Original Form 6-K. No other portions of the Original Form 6-K were amended.

**Oi S.A.**

Corporate Taxpayers Registry (CNPJ/MF) No. 76.535.764/0001-43

Board of Trade (NIRE) No. 33.300.29520-8

Publicly-Held Company

**MATERIAL FACT**

**Oi S.A.** (Oi or the Company, Bovespa: OIBR3, OIBR4; NYSE: OIBR and OIBR.C) informs its shareholders and the market in general that the auction of grouped share fractions, created because of the conversion of preferred shares into common shares of the Company, as approved at the Extraordinary Shareholders Meeting held on September 1, 2015, and confirmed by the Board of Directors on October 8, 2015, took place on December 10, 2015.

Over the course of the auction, 887 common shares of the Company were sold, representing the entirety of shares formed by the grouping of share fractions.

The net proceeds from the sale of shares during the auction will be credited proportionally to the respective owners of share fractions on December 21, 2015, in the following manner: (a) shareholders who are Banco do Brasil S.A. (Banco do Brasil) account holders will be automatically credited an amount due to the account in their name with Banco do Brasil, as long as they expressed interest to receive the funds due to them in this way and their registration with Banco do Brasil is up to date; (b) for shareholders using the custody services of BM&FBOVESPA Central Securities Depository (*Central Depositária da BM&FBOVESPA*), their amounts due will be credited directly to BM&FBOVESPA, which shall be responsible for transferring these to the shareholders via the custodian agents; and (c) the remaining eligible shareholders shall make a request at the Banco do Brasil branch of their preference to issue a notice of payment in order to either receive the funds due at the teller or have them credited to a bank account of another bank, at the expense of such shareholders, as long as they provide the relevant bank details (i.e.: bank name, branch, and account number).

The Company also informs that the average price per common share is R\$ 2.2385569. An amount proportional to the fractions held will be credited to the respective owners of share fractions.

The Company's Investor Relations Department remains available to answer any questions as related to the auction and the payment of the proceeds through its site [www.oi.com.br/ri](http://www.oi.com.br/ri) or through the e-mail [invest@oi.net.br](mailto:invest@oi.net.br).

Rio de Janeiro, December 14, 2015.

**Oi S.A.**

Flavio Nicolay Guimarães

Chief Financial Officer and Investor Relations Officer

**SIGNATURES**

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: December 17, 2015

OI S.A.

By: /s/ Flavio Nicolay Guimarães

Name: Flavio Nicolay Guimarães

Title: Chief Financial Officer and Investor Relations Officer