

Edgar Filing: TELECOM ITALIA S P A - Form 6-K

TELECOM ITALIA S P A
Form 6-K
December 03, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

FOR THE MONTH OF DECEMBER 2007

TELECOM ITALIA S.p.A.
(Translation of registrant's name into English)

Piazza degli Affari 2
20123 Milan, Italy
(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): ☐

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): ☐

Indicate by check mark whether 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): 82- _____

PRESS RELEASE

Milan, 3 December 2007 The Board of Directors, having acknowledged the resignations of Chairman Pasquale Pistorio, Executive Deputy Chairman Carlo Buora, Chief Executive Officer Riccardo Ruggiero and board member Diana Bracco, co-opted Gabriele Galateri di Genola and Franco Bernabè, nominating them, respectively, Chairman and Chief Executive Officer of Telecom Italia S.p.A.. The Board of Directors then gave them the following powers:

•

The Chairman, as well as legal representation of the Company, has the functional responsibilities to ensure that the Board of Directors, directly and through the activities of its Committees, can exercise the general powers of direction and control over the activities of the Company and the Group.

•

The Chief Executive Officer, as well as legal representation of the Company, has responsibility for the overall government of the Company and the Group.

The Chairman and the Chief Executive Officer were also nominated members of the Strategies Committee.

The curricula of the newly nominated administrators are attached to the press release.

At the end of the meeting, the entire Board expressed its gratitude to Mr. Pistorio, Mr. Buora and Mr. Ruggiero for their valuable contribution to the Company, and to Ms. Bracco for her work as a member of the board.

Telecom Italia

Media Relations

+39.06.3688.2610

www.telecomitalia.it/media

Telecom Italia

Investor Relations

+39.02.8595.4131

www.telecomitalia.it/investor-relation

NOTE ATTACHED TO THE PRESS RELEASE

The exercise by the Executive Administrators (Chairman and Chief Executive Officer) of the powers conferred to them will take place in observance of:

-

the competencies and powers reserved to the Board of Directors by the law and By-laws;

-

the general criteria of prior referral for authorization to the board of operations which may have a significant impact of the activities of the Company, in accordance with point 3.1, letter c) of the Code of Self-regulation.

Chairman

The chairman, as well as legal representation of the Company, as per the By-laws, also has:

-

responsibility for point 6.1 of the Company Code of Self-regulation and to that end to ensure that the Board of Directors, directly and through the activities of its Committees, exercises the general power of direction and control over the activities of the Company and the Group - in particular:

-

supervision of the elaboration of strategic, industrial and financial plans, and their realization and development;

-

supervision of the definition of organizational structures;

-

supervision of economic and financial performance;

-

the responsibility to oversee the process of examination and definition of the guidelines for the system of internal checks.

-

Organizational responsibility for the coordination of:

-

the Group Functions of General Counsel and Corporate and Legal Affairs, and Public Affairs;

-

Telecom Italia Audit and Compliance Services S.c.a r.l.

-

Responsibility in matters of disclosure to the market.

Chief Executive Officer

The Chief Executive Officer, in accordance with the By-laws, holds legal representation of the Company, and has responsibility for the overall government of the Company and the Group.

In particular, the Chief Executive Officer has:

-

responsibility to define, propose to the Board of Directors, and then implement and develop strategic, industrial and financial plans;

-

responsibility for the definition of organizational structures;

-

all organizational responsibilities to guarantee the management and development of the business, through the coordination of the organizational structures not attributed to the Chairman;

-

responsibility as the provider of work for the safety and health of workers at the place of work;

-

responsibility for the handling of data in accordance with regulations in the matter of privacy.

Edgar Filing: TELECOM ITALIA S P A - Form 6-K

Cautionary Statement for Purposes of the "Safe Harbor" Provision of the United States Private Securities Litigation Reform Act of 1995.

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. The Press Release included in this Form 6-K contains certain forward looking statements and forecasts reflecting management's current views with respect to certain future events. The ability of the Telecom Italia Group to achieve its projected results is dependent on many factors which are outside of management's control. Actual results may differ materially from those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and are based on certain key assumptions.

The following important factors could cause the Telecom Italia Group's actual results to differ materially from those projected or implied in any forward-looking statements:

- the continuing impact of increased competition in a liberalized market, including competition from global and regional alliances formed by other telecommunications operators in the core domestic fixed-line and wireless markets of the Telecom Italia Group;

- the ability of the Telecom Italia Group to introduce new services to stimulate increased usage to its fixed and wireless networks to offset declines in its traditional fixed-line business due to the continuing impact of regulatory required price reductions, market share loss and pricing pressures generally and shifts in usage pattern;

- the level of demand for telecommunications services, particularly wireless telecommunication services in the maturing Italian market and for new higher value added products and services such as broadband;

- the ability of the Telecom Italia Group to successfully implement its reorganization;

- the success of Telecom Italia's customer loyalty and retention programs and the impact of such programs on revenues;

- the impact of regulatory decisions and changes in the regulatory environment, including implementation of recently adopted EU directives in Italy;

- the impact of economic development generally on the international business of the Telecom Italia Group and on its foreign investments and capital expenditures;

- the continuing impact of rapid or "disruptive" changes in technologies;

- the impact of political and economic developments in Italy and other countries in which the Telecom Italia Group operates;

- the impact of fluctuations in currency exchange and interest rates;

- Telecom Italia's ability to successfully implement its strategy over the 2007-2009 period;

- the ability of the Telecom Italia Group to successfully achieve its debt reduction targets;

- Telecom Italia's ability to successfully implement its internet and

Edgar Filing: TELECOM ITALIA S P A - Form 6-K

broadband strategy;

- the ability of the Telecom Italia Group to achieve the expected return on the significant investments and capital expenditures it has made and continues to make in Brazil and in Europe on broadband;

- the amount and timing of any future impairment charges for Telecom Italia's licences, goodwill or other assets; and

- the impact of litigation or decreased mobile communications usage arising from actual or perceived health risks or other problems relating to mobile handsets or transmission masts.

The foregoing factors should not construed as exhaustive. Such factors should also be considered together with risk factors included in Telecom Italia Group's Annual Report on Form 20-F for 2005. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. Accordingly, there can be no assurance that the Group will achieve its projected results.

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 3rd, 2007

TELECOM ITALIA S.p.A.

BY: /s/ Carlo De Gennaro

Carlo De Gennaro
Company Manager