

TELECOM ITALIA S P A
Form SC 13D/A
December 07, 2016

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 12)*

Telecom Italia S.p.A.

(Name of Issuer)

Ordinary Shares with no nominal value

(Title of Class of Securities)

87927W10

(CUSIP Number)

George E. Bushnell III, Esq.

Senior Vice President and Deputy General Counsel

Vivendi S.A

1755 Broadway

New York, New York 10019

Telecopy: (212) 445-3812

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 7, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Person.

I.R.S. Identification Nos. of above persons (entities only)

Vivendi S.A.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC, AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

France

Number of 7. Sole Voting Power

Shares

Beneficially 3,637,328,030
8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With 3,637,328,030

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,637,328,030

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

23.925%

14. Type of Reporting Person (See Instructions)

HC

This Amendment No. 12 (this Amendment) amends and supplements the Schedule 13D filed on July 1, 2015 (the Original Filing), as amended by Amendment No. 1 filed on October 5, 2015 (Amendment No. 1), Amendment No. 2 filed on October 23, 2015 (Amendment No. 2), Amendment No. 3 filed on December 17, 2015 (Amendment No. 3), Amendment No. 4 filed on January 20, 2016 (Amendment No. 4), Amendment No. 5 filed on February 19, 2016 (Amendment No. 5), Amendment No. 6 filed on March 1, 2016 (Amendment No. 6), Amendment No. 7 filed on March 11, 2016 (Amendment No. 7), Amendment No. 8 filed on May 10, 2016 (Amendment No. 8), Amendment No. 9 filed on May 20, 2016 (Amendment No. 9), Amendment No. 10 filed on November 22, 2016 (Amendment No. 10) and Amendment No. 11 filed on December 6, 2016 (Amendment No. 11), and together with the Original Filing and Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9 and Amendment No. 10, the Schedule 13D) by the Filing Person relating to the ordinary shares, without nominal value (the Shares), of Telecom Italia S.p.A., a company formed under the laws of the Republic of Italy (the Issuer or the Company). Information reported in the Schedule 13D remains in effect except to the extent that it is amended, supplemented, restated or superseded by information contained in this Amendment. Each capitalized term used herein but not defined in this Amendment shall have the meaning assigned to such term in the Schedule 13D.

Item 5 of the Schedule 13D is hereby amended as follows:

- (a) As of the date of this Statement, the Filing Person beneficially owned 3,637,328,030 Shares, constituting 23.925% of the outstanding Shares. The percentage of Shares owned is based upon 15,203,122,583, as reported by the Issuer on July 11, 2016 and supplemented by its press release issued on November 11, 2016, relating to the issuance by the Company, on November 15, 2016, of 1,702,850,712 Shares in connection with the mandatory conversion at maturity of convertible bonds.
- (b) The number of Shares as to which there is sole power to vote or direct the vote, shared power to vote or direct the vote, sole power to dispose or direct the disposition, or shared power to dispose or direct the disposition for the Filing Person is set forth on the cover page in items 7 through 10.
- (c) On December 6, 2016, the Filing Person filed a Form 13D/A with the Securities and Exchange Commission which inadvertently contained an error in the percentage of outstanding Shares of the Issuer held by the Reporting Person. The correct percentage of outstanding Shares held by the Reporting Person as of December 5, 2016, was, as reported in item 13 above, 23.925% and not 24.19%.
- (d) Not applicable
- (e) Not applicable

Signature

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

Dated: December 7, 2016

VIVENDI S.A.

By: /s/ George E. Bushnell III

Name: George E. Bushnell III

Title: Executive Vice President &
Deputy General Counsel