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TELECOM ITALIA S P A  
Form 6-K  
April 04, 2005

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 APRIL 2005

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- \_\_\_\_\_

**TIM SIGNS**

**AGREEMENT FOR THE SALE OF TIM HELLAS TO LEADING PRIVATE EQUITY FIRMS, FOR AN AMOUNT OF 1,114 Million €**

**CAPITAL GAIN OF APPROXIMATELY 432 MILLION € FOR TIM GROUP**

*April 4, 2005* – TIM subsidiary TIM International N.V. has executed an agreement for the disposal of its 80.87% equity stake in TIM Hellas to funds advised by Apax Partners and Texas Pacific Group (TPG).

The price of the transaction is 1,114.1 million € which corresponds to an enterprise value of 1.6 billion € for 100% of TIM Hellas and it's equivalent to approximately 16.43 € per share.

The transaction will determine a capital gain of approximately 432 million € in Tim Group consolidated Financial Statement.

The closing of the transaction, subject to, among other things, the approval by the competent Authorities, is expected to occur within July 2005.

The disposal of the equity stake in TIM Hellas is consistent with the Group's strategy of refocusing its international portfolio.

TIM Hellas is the third largest GSM operator in Greece and has a mobile customer base of 2.3 million, revenues of approximately 840 million € and a gross operating profit of € 264 million as of 31/12/2004.

## **APAX PARTNERS**

*Apax Partners is one of the world's leading private equity investment groups, operating across Europe, Israel and the United States. Apax Partners has raised or advised approximately \$20 billion around the world. With more than 30 years of direct investing experience, Apax Partners Funds provide long-term equity financing to build and strengthen world-class companies. It pursues a multi-stage equity investment strategy, investing in late venture, growth capital and buyouts.*

*Apax Partners Funds invest in companies across its 6 chosen global sectors of telecommunications, IT, retail and consumer, media, healthcare and financial/business services. Apax Partners' Funds investments include Inmarsat, Intelsat, Audible, Dialog Semiconductor, Frontier Silicon, Jamdat, Kabel Deutschland, Sonim Technologies and Yell. For more information visit: [www.apax.com](http://www.apax.com).*

## **TEXAS PACIFIC GROUP**

*Texas Pacific Group (TPG) is a leading global private equity firm. TPG manages over \$15 billion in committed equity capital, and in the course of its history, has completed more than 65 transactions. TPG recently raised TPG Partners IV LP, a \$5.8 billion private equity fund. TPG was one of the first major US-based private equity firms to establish a European business and over the past 12 months TPG has invested over \$1bn of equity in transactions with an aggregate enterprise value of around \$15bn, including Debenhams, Scottish & Newcastle Retail (Pubs), Grohe, Isola (from Rutgers/RAG) and Eutelsat. TPG's European investments also include Ducati, Findexa and Spirit Group.*

*TPG holds investments in the technology and telecommunications sector with investments in Eutelsat, Findexa, MEMC Electronic Materials (WFR), Seagate Technology (STX), ON Semiconductor (ONNN), Paradyne Networks (PDYN), GlobeSpanVirata (GSPN), Crystal Decisions/Business Objects (BOBJ)*

## **TIM**

*The TIM Group is one of the main mobile telecommunications operators in the world; leader in the domestic market with over 26 million lines and a 42% market share as of December 31, 2004 and present in Europe, the Mediterranean Basin and South America with almost 54 million lines.*

*TIM is the leader for innovation in a competitive environment, featuring a high rate of market penetration and rapid technological innovation.*

*Additional information on TIM can be found on the institutional web site at the address [www.tim.it](http://www.tim.it)*

Telecom Italia Media Relations

**TIM Press Office**

Tel: +39 06 3688 2499/2610

[www.tim.it](http://www.tim.it)

[www.telecomitalia.it/stampa](http://www.telecomitalia.it/stampa)

**Investor Relations TIM: + 39 06 3900 3798**

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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 dependant 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 of its fixed and wireless networks to offset declines in its fixed-line business due to the continuing impact of regulatory required price reductions, market share loss and pricing pressures generally;
- the ability of the Telecom Italia Group to achieve cost-reduction targets in the time frame established or to continue the process of rationalizing its non-core assets;
- the impact of regulatory decisions and changes in the regulatory environment;

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- the impact of the slowdown in Latin American economies and the slow recovery of economies generally on the international business of the Telecom Italia Group focused on Latin America and on its foreign investments and capital expenditures;
- the continuing impact of rapid 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 continue the implementation of its 2002-2004 Industrial Plan, including the rationalization of its corporate structure and the disposition of Telecom Italia's interests in various companies;
- the ability of the Telecom Italia Group to successfully achieve its debt reduction targets;
- Telecom Italia's ability to successfully roll out its UMTS networks and services and to realize the benefits of its investment in UMTS licenses and related capital expenditures;
- Telecom Italia's ability to successfully implement its internet strategy;
- the ability of the Telecom Italia Group to achieve the expected return on the significant investments and capital expenditures it has made in Latin America and in Europe;
- 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 be construed as exhaustive. 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.

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### 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: April 4th, 2005

TELECOM ITALIA S.p.A.

BY: /s/ Carlo De Gennaro  
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Carlo De Gennaro  
Company Manager