

TIM S.p.A.
Form SC 13D/A
April 14, 2017

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

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

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)

April 9, 2017

(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

7. Sole Voting Power

Number of

Shares

3,640,109,990

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

3,640,109,990

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,640,109,990

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

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

23.943%

14. Type of Reporting Person (See Instructions)

HC

This Amendment No. 13 (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), Amendment No. 11 filed on December 6, 2016 (Amendment No. 11) and Amendment No. 12 filed on December 7, 2016 (Amendment No. 12), 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, Amendment No. 10 and Amendment No. 11, 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 4. Purpose of the Transaction

Item 4 is hereby amended and supplemented by the addition of the following:

On April 9, 2017, the Reporting Person submitted to the Issuer the following slate of candidates which it is seeking to have appointed as members of the Issuer's new Board of Directors to be elected at the Issuer's Ordinary Shareholders Meeting scheduled to be held on May 4, 2017 (the 2017 Shareholders Meeting):

Arnaud Roy de Puyfontaine

Hervé Philippe

Frédéric Crépin

Giuseppe Recchi

Flavio Cattaneo

Félicité Herzog^(*)

Franco Bernabè^(*)

Marella Moretti^(*)

Camilla Antonini(*)

Anna Jones(*)

* Candidate who meets the independence requirements provided by Italian law (Art. 147-ter, paragraph 4, and Art. 148, paragraph 3, of Legislative Decree no. 58 of February 24, 1998) and by the Corporate Governance Code of Borsa Italiana S.p.A.

In this same submission, the Reporting Person notified the Issuer that it would seek to have the 2017 Shareholders Meeting approve additional resolutions relating to the renewal of the Board of Directors, specifically to:

- (i) set at 15 the number of members of the Company's Board of Directors;
- (ii) set the term of office at 3 years, with expiry of the term on the date of the shareholders' meeting to be held for the approval of the financial statement for year 2019;
- (iii) set at Euro 2,200,000.00 the total annual compensation of the Board of Directors in accordance with art. 2389, paragraph 1, of the Italian Civil Code, assuming a composition of fifteen members, to be allocated among the Directors in accordance with the resolutions to be passed by the Board; and

- (iv) authorize the Directors to act notwithstanding the prohibition on competition set forth by Art. 2390 of the Italian Civil Code, where applicable.

The Reporting Persons is soliciting proxies from the holders of the Issuer's Shares for the election of its proposed slate and the approval of its proposed resolutions, and has prepared an information prospectus in connection with such solicitation which was reviewed by the Consob (the Italian financial markets regulator). An English translation of the prospectus is attached hereto as Exhibit 1 and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

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

- (a) As of the date of this Statement, the Filing Person beneficially owned 3,640,109,990 Shares, constituting 23.943% of the outstanding Shares. The percentage of Shares owned is based upon 15,203,122,583, as reported by the Issuer on December 14, 2016.
- (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, Vivendi acquired 2,781,960 Shares of the Issuer through open market purchases in order to bring its interest back up to previous levels.
- (d) Not applicable.
- (e) Not applicable.

Item 7. Material to be filed as Exhibits.

Exhibit 1 Informational Prospectus on the Solicitation of Voting Proxies (English translation).

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: April 14, 2017

VIVENDI S.A.

By: /s/ George E, Bushnell III
Name: George E. Bushnell III
Title: Executive Vice President & Deputy
General Counsel

SCHEDULE I-A

The name and present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each director of Vivendi are set forth below.

Unless otherwise specified, each person listed below is a citizen of France.

| Name | Present principal occupation or employment | Principal Business Address and Citizenship (if other than France) |
|---------------------------------|--|--|
| <i>Management Board</i> | | |
| Arnaud de Puyfontaine | Chairman of the Management Board and CEO, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Hervé Philippe | Chief Financial Officer, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Stéphane Roussel | Chief Operating Officer, Vivendi and Chief Executive Officer, Gameloft SE | 42, avenue de Friedland, 75008 Paris, France |
| Frédéric Crépin | Senior Executive Vice President and Group General Counsel, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Simon Gillham | Chairman of Vivendi Village, Senior Executive Vice President, Communications, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| <i>Supervisory Board</i> | | |
| Vincent Bolloré | Chairman of the Supervisory Board, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Philippe Bénacín | Vice Chairman of the Supervisory Board, Co-Founder and Chairman and Chief Executive Officer, Interparfums SA | 4, rond-point des Champs-Élysées 75008 Paris France |
| Tarak Ben Ammar | Chairman of the Board and Managing Director, Quinta Communications | 32-34, rue Poussin, 75016 Paris France Tunisian citizen |
| Yannick Bolloré | Chairman and Chief Executive Officer, Havas Group | 29/30, quai de Dion Bouton Puteaux Cedex 92800 France |
| Nathalie Bricault | Marketing and Logistics Manager, Investor Relations Department, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Pascal Cagni | Chairman, Chief Executive Officer and Founder, C4 Ventures | 9 Queen s Gate Place Mews, London SW7 5BG United Kingdom |
| Paulo Cardoso | Assistant Treasurer, Vivendi | 42, avenue de Friedland, 75008 Paris, France |

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|---------------------|---|--|
| Yseulys Costes | Chairwoman and Chief Executive Officer, 1000mercis | 28, rue de Châteaudun, 75009 Paris, France |
| Dominique Delport | Global Managing Director and Chief Client Officer, Havas | 29/30, Quai de Dion-Bouton, 92800 Puteaux, France |
| Alexandre de Juniac | Director General, IATA (Switzerland) | 33, route de l'Aéroport, 1215 Geneva, 15 Airport, Switzerland |
| Aliza Jabès | Chairwoman, Nuxe group | 19, rue Péclet, 75015 Paris, France |
| Cathia Lawson-Hall | Senior Banker and Head of Financial Institutions Group for Africa, Société Générale | 17, Cours Valmy 92800 Paris La Défense 7, France |
| Virginie Morgon | Deputy Chief Operating Officer and member of the Management Board, Eurazeo | 1, rue Georges Berger, 75017 Paris France |
| Katie Stanton | Chief Marketing Officer, Color Genomics | 1801 Murchison Dr #128, Burlingame, CA 94010, USA American citizen |

SCHEDULE II-A

The name and present principal occupation or employment of each member of the management team of Vivendi is set forth below.

Each of the persons identified below is a citizen of France, with the exception of Simon Gillham, who is a citizen of Great Britain.

The business address for each person identified below is 42, avenue de Friedland, 75008 Paris, France.

| Name | Present principal occupation or employment |
|-----------------------|---|
| Arnaud de Puyfontaine | Chairman of the Management Board and CEO, Vivendi |
| Hervé Philippe | Chief Financial Officer and Member of the Management Board, Vivendi |
| Stéphane Roussel | Chief Operating Officer and Member of the Management Board, Vivendi and Chief Executive Officer, Gameloft SE |
| Frédéric Crépin | Senior Executive Vice President, Group General Counsel and Member of the Management Board, Vivendi |
| Simon Gillham | Chairman of Vivendi Village, Senior Executive Vice President, Communications, Vivendi and Member of the Management Board, Vivendi |