

OI S.A.  
Form SC 13G  
February 14, 2018

---

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549

---

SCHEDULE 13G\*  
(Rule 13d-102)

Under the Securities Exchange Act of 1934  
(Amendment No. )

Oi S.A.  
(Name of Issuer)

Preferred Shares  
(Title of Class of Securities)

BR0IBRACNPR8\*\*  
(CUSIP Number)

December 31, 2017  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 8 Pages)

---

\*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 the disclosures provided in a prior cover page.

\*\*The Preferred Shares have no CUSIP Number. The ISIN Number is BR0IBRACNPR8.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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).

---

---

CUSIP No. BR0IBRACNPR8 13G Page 2 of 8 Pages

NAMES OF REPORTING PERSONS

1 Solus Alternative Asset Management LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 N/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 15,109,224

SOLE DISPOSITIVE POWER

7 N/A

SHARED DISPOSITIVE POWER

8 15,109,224

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 15,109,224

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.69%

TYPE OF REPORTING PERSON

12

IA

---

CUSIP No. BR0IBRACNPR8 13G Page 3 of 8 Pages

NAMES OF REPORTING PERSONS

1 Solus GP LLC

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2 (a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 N/A

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6 15,109,224

SOLE DISPOSITIVE POWER

7 N/A

SHARED DISPOSITIVE POWER

8 15,109,224

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9 15,109,224

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

11

9.69%

TYPE OF REPORTING PERSON

12

OO

---

CUSIP No. BR0IBRACNPR8 13G Page 4 of 8 Pages

NAMES OF REPORTING PERSONS

1 Christopher Pucillo

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2 (a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4 United States of America

SOLE VOTING POWER

5 N/A

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6 15,109,224

SOLE DISPOSITIVE POWER

7 N/A

SHARED DISPOSITIVE POWER

8 15,109,224

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9 15,109,224

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

11

9.69%

TYPE OF REPORTING PERSON

12

IN

---

CUSIP No. BR0IBRACNPR8 13G Page 5 of 8 Pages

Item 1(a). Name of Issuer: Oi S.A. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

Rua General Polidoro, No. 99, 5th floor/part – Botafogo, 22280-001 Rio de Janeiro, RJ, Federative Republic of Brazil

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Solus Alternative Asset Management LP, a Delaware limited partnership registered with the Securities and Exchange Commission (the "SEC"), which serves as the investment manager (the "Investment Manager") to certain investment funds and/or accounts (the "Funds"), with respect to the Preferred Shares (as defined in Item 2(d) below) held by the Funds;
- (ii) Solus GP LLC, a Delaware limited liability company (the "GP"), which serves as the general partner to the Investment Manager, with respect to the Preferred Shares held by the Funds; and
- (iii) Mr. Christopher Pucillo ("Mr. Pucillo"), a United States citizen, who serves as the managing member to the GP with respect to the Preferred Shares held by the Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

410 Park Avenue, 11<sup>th</sup> Floor, New York, NY 10022

Item 2(c). Citizenship:

- (i) Investment Manager: Delaware;
- (ii) GP: Delaware; and
- (iii) Mr. Pucillo: United States of America.

Item 2(d). Title of Class of Securities: preferred shares, without par value (the "Preferred Shares").

Item 2(e). CUSIP Number: The Preferred Shares have no CUSIP Number. The ISIN Number is BR0IBRACNPR8.

---



CUSIP No. BR0IBRACNPR8 13G Page 6 of 8 Pages

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_

Item 4. Ownership.

The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 155,915,486 Preferred Shares reported to be outstanding by the Issuer as of December 31, 2015 in its Annual Report of Foreign Private Issuers on Form 20-F for the fiscal year ended December 31, 2015 filed with the SEC on May 20, 2016.

- (a) Amount beneficially owned: 15,109,224
  - (b) Percent of class: 9.69%
  - (c)(i) Sole power to vote or direct the vote: N/A
  - (ii) Shared power to vote or direct the vote: 15,109,224
  - (iii) Sole power to dispose or direct the disposition: N/A
  - (iv) Shared power to dispose or direct the disposition: 15,109,224
-

CUSIP No. BR0IBRACNPR8 13G Page 7 of 8 Pages

Each Reporting Person hereby expressly disclaims beneficial ownership in the securities reported in this Schedule 13G and membership in a “group” as that term is described in Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended.

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

As of December 31, 2017, the Funds managed on a discretionary basis by the Reporting Persons had the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of the Preferred Shares. One such account, SOLA LTD, had the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of more than 5% of the Preferred Shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

The Reporting Persons hereby make the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

CUSIP No. BR0IBRACNPR8 13G Page 8 of 8 Pages

SIGNATURES

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

Date: February 14, 2018

By: /s/ Christopher Pucillo

Christopher Pucillo  
individually and as  
managing member of  
Solus GP LLC,  
for itself and as the  
general partner of  
Solus Alternative Asset  
Management LP

---

EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: February 14, 2018

By: /s/ Christopher Pucillo  
Christopher Pucillo  
individually and as  
managing member of  
Solus GP LLC,  
for itself and as the  
general partner of  
Solus Alternative Asset  
Management LP

---