

BRASIL TELECOM SA
Form 8-A12B
September 04, 2009

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

FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

BRASIL TELECOM S.A.

(Exact name of registrant as specified in its charter)

Federative Republic of Brazil
(State of incorporation or organization)

N/A
(I.R.S. Employer Identification No.)

SIA Sul, Área de Serviços Públicos, Lote D, Bloco B

N/A

Brasília, D.F., 71215-000

(Zip Code)

Federative Republic of Brazil
(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Name of Each Exchange on Which

Title of Each Class to be so Registered
Common shares, without par value

Each Class is to be Registered
New York Stock Exchange¹

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Not for trading, but only in connection with the listing of the American Depositary Shares on the New York Stock Exchange. Each American Depositary Share represents the right to receive one common share. The American Depositary Shares are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6, dated September 4, 2009, filed with the Securities and Exchange Commission under file number 333-161735. Accordingly, the American Depositary Shares are exempt from registration under Section 12(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8 thereunder.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-161310**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. Description of Registrant's Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information under the captions "Part Six Shareholder Rights Description of Brasil Telecom Capital Stock" and "Part Five The Merger Material Tax Considerations" in the prospectus subject to completion included in the Registrant's Registration Statement on Form F-4 (No. 333-161310), filed on August 13, 2009 under the Securities Act of 1933, as amended, as amended by Amendment No. 1 to Form F-4, filed on August 31, 2009 (the "Registration Statement"), which information is incorporated by reference herein.

ITEM 2. Exhibits.

The following exhibits to this registration statement have been filed as exhibits to the Registration Statement and are hereby incorporated herein by reference.

- | No. | Description |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | By-Laws (Estatuto Social) of Brasil Telecom S.A., as amended (English translation) (incorporated by reference to Exhibit 3.1 of the Registration Statement). |
| 2. | Form of Deposit Agreement among Brasil Telecom S.A., The Bank of New York Mellon and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder relating to Brasil Telecom Common ADSs (incorporated by reference to Exhibit 4.1 of the Registration Statement). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BRASIL TELECOM S.A.

Date: September 4, 2009

By: /s/ Alex Waldemar Zornig
Name: Alex Waldemar Zornig
Title: Chief Financial Officer

By: /s/ Luiz Eduardo Falco Pires Corrêa
Name: Luiz Eduardo Falco Pires Corrêa
Title: Chief Executive Officer

EXHIBIT INDEX

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