

TIM PARTICIPACOES SA
Form 6-K
November 09, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the
Securities Exchange Act of 1934

For the month of November, 2016
Commission File Number 001-14491

TIM PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

TIM PARTICIPAÇÕES S.A.

(Translation of Registrant's name into English)

**Avenida João Cabral de Melo Neto, nº 850, Torre Norte, 12º andar – Sala 1212,
Barra da Tijuca - Rio de Janeiro, RJ, Brazil**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby
furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

TIM PARTICIPAÇÕES S.A.

Publicly Held Company

CNPJ/MF 02.558.115/0001-21

NIRE 33.300.276.963

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON NOVEMBER 8th, 2016**

DATE, TIME AND PLACE: November 8th, 2016, at 10 a.m., in the City and State of Rio de Janeiro.

PRESENCE: The Board of Directors' Meeting of TIM Participações S.A. ("Company"), was held at the date, time and place above mentioned, with the presence of Messrs. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Herculano Aníbal Alves, Manoel Horacio Francisco da Silva, Mario Di Mauro, Oscar Cicchetti and Stefano De Angelis, either in person or by means of videoconference, as provided in paragraph 2, Article 25 of the Company's By-laws. The meeting was also attended by Mr. Jaques Horn, Legal Officer and Secretary. Justified the absence of Mr. Piergiorgio Peluso.

BOARD: Mr. Franco Bertone – Chairman; and Mr. Jaques Horn – Secretary.

AGENDA: (1) To acknowledge on the activities carried out by the Control and Risks Committee; (2) To acknowledge on the activities carried out by the Statutory Audit Committee; (3) To acknowledge on the activities carried out by Compensation Committee; (4) To resolve on the proposal of the Third Grant of the Company's Long-Term Incentive Plan approved at the Extraordinary Shareholders Meeting held in 2014; (5) Presentation on the new loan agreement project to be entered with the National Bank for Economic and Social Development – BNDES; (6) Strategic Agenda; and (7) Technology Agenda.

RESOLUTIONS: Upon review and discussion of the subjects included on the Agenda, the Board Members, unanimously by those present at the meeting and with the expressed abstention of the legally restricted, decided to register the discussions as follows:

(1) **Acknowledged** on the activities carried out by the Control and Risks Committee ("CCR"), at its meeting held on November 7th, 2016, in accordance with the report presented by Mr. Franco Bertone, President of the CCR;

(2) **Acknowledged** on the activities carried out by the Statutory Audit Committee ("CAE"), at its meeting held on November 7th, 2016, in accordance with the report presented by Mr. Alberto Whitaker, Coordinator of the CAE;

(3) **Acknowledged** on the activities carried out by the Compensation Committee ("CR"), at its meeting held on November 7th, 2016, in accordance with the report presented by Mr. Manoel Horacio Francisco da Silva, President of the CR;

(4.1) **Approved** the proposal for the concession of the Third Grant of the Company's Long-Term Incentive Plan ("Plan"), approved at the Extraordinary Shareholder's Meeting held in 2014, after the clarifications provided by Mr. Flávio Morelli, Director of the Human Resources area of the Company, based on the favorable recommendation of the Compensation Committee and the material presented that is filed at the Company's head offices.

(4.2) In relation to the results reported concerning the First Vesting of the 2015 Grant, the Board of Directors **approved** the conditions for the exercise of the options for the purchase of shares, based on the material presented, filed at the Company's head offices. The Company's Board of Statutory Officers is authorized to practice all necessary acts to carry out the resolutions approved herein.

(5) **Acknowledged** the preliminary conditions of the negotiation in course between TIM CELULAR S.A, wholly-owned subsidiary of the Company, and the National Bank for Economic and Social Development ("BNDES"), for the execution of the financing agreement, based on the material presented that is filed at the Company's head offices.

(6) Mr. Stefano De Angelis, Chief Executive Officer, presented the updated strategic plan of the Company and its subsidiaries, based on the material presented that is filed at the Company's head offices.

(7) Mr. Leonardo de Carvalho Capdeville, Chief Technology Officer, presented updated technological plan of the Company and its subsidiaries, based on the material presented that is filed at the Company's head offices.

CLARIFICATIONS AND CLOSING: (1) It is registered in these minutes that Mr. Adhemar Gabriel Bahadian attended the meeting until the discussions of item 4 of the Agenda, while Ms. Francesca Petralia and Mr. Mario Di Mauro attended the meeting until the discussions of item 6 of the Agenda, remaining registered that Ms. Francesca Petralia and Mr. Mario Di Mauro did not participate in the voting related to the resolution of item 4.2 of these minutes; (2) With no further issues to discuss, the meeting was adjourned and these minutes drafted as summary, read, approved and signed by all attendees Board Members: Messrs. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Herculano Aníbal Alves, Manoel Horacio Francisco da Silva, Mario Di Mauro, Oscar Cicchetti and Stefano De Angelis.

I herein certify that these minutes are the faithful copy of the original version duly recorded in the respective corporate book.

Rio de Janeiro (RJ), November 8th, 2016.

JAQUES HORN
Secretary

SIGNATURE

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.

TIM PARTICIPAÇÕES S.A.

Date: November 8, 2016

By: /s/ Rogério Tostes

Name: Rogério Tostes

Title: IRO

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
