

Edgar Filing: TELECOM ITALIA S P A - Form 6-K

TELECOM ITALIA S P A  
Form 6-K  
June 20, 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 JUNE 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- \_\_\_\_\_

*The merger described herein relates to the securities of two foreign (non-U.S.) companies. The merger in which TIM ordinary shares and savings shares will be converted into Telecom Italia shares is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the document, if any, was prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.*

*It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws, since Telecom Italia and TIM are located in Italy, and some or all of their officers and directors may be residents of Italy or other foreign countries. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.*

*You should be aware that Telecom Italia may purchase securities of TIM otherwise than under the merger, such as in open market or privately negotiated purchases. Disclosure of such purchases will be made in accordance with, and to the extent required by, Telecom Italia's disclosure obligations under Italian law.*

## **PRESS RELEASE**

### **TELECOM ITALIA AND TIM COMPLETE MERGER**

#### **The exchange of TIM shares into Telecom Italia shares will take place on June 30, 2005**

*Milan, June 20, 2005* - Telecom Italia and TIM today signed the merger deed which completes the integration process launched on December 7, 2004. The merger of TIM into its parent company will take effect on June 30, 2005, (including) and its accounting and fiscal consequences will apply from January 1, 2005.

As part of the restructuring program of which the merger is a component, TIM transferred to TIM Italia S.p.A., effective March 1, 2005, its entire interest in the Italian mobile telecommunications business. After the merger, TIM's 100% stake in TIM Italia (as well as in the holding company TIM International N.V., which holds TIM's participations in companies outside of Italy) will be held by Telecom Italia.

Pursuant to the plan of merger, approved by the shareholders of TIM and Telecom Italia on April 5 and 7, 2005, respectively, the exchange of TIM shares owned by third party shareholders into Telecom Italia shares will take place on the day the merger becomes effective (June 30, 2005) at the following ratios:

- 1.73 newly issued Telecom Italia ordinary shares, with a nominal value of Euro 0.55 each, for every TIM ordinary share, with a nominal value of Euro 0.06 each;

- 2.36 newly issued Telecom Italia savings shares, with a nominal value of Euro 0.55 each, for every TIM savings share, with a nominal value of Euro 0.06 each.

Until July 15, 2005, TIM shareholders will be offered the opportunity, through authorized intermediaries, to round up or down to the nearest whole number the number of newly issued shares to which they are entitled pursuant to the application of the exchange ratio. TIM shareholders will bear no cost, stamp duty or commissions for the purchase or sale of fractional shares.

As a result of the exchange, and taking into account Telecom Italia's ordinary shares, to be issued on 30 June 2005, deriving from the requests for conversion of Telecom Italia 1.5% 2001-2010 convertible with premium at redemption bonds, received from June 1 to 15, 2005, such shares to be issued on June 30, 2005, the company's capital after the merger will be Euro 10,667,339,007.05 divided into 13,369,041,170 ordinary and 6,026,120,661 savings shares.

**Telecom Italia**

**Media Relations**

*Corporate and Wireline Press Office*

+39.06.3688.2610

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

**Telecom Italia**

**Investor Relations**

+ 39.02.8595.4131

[www.telecomitalia.it/investor\\_relations](http://www.telecomitalia.it/investor_relations)

Cautionary Statement for Purposes of the "Safe Harbor" Provisions of 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, including, but not limited to, discussion of the post-transaction capital structure, cash flow and credit profile of the Telecom Italia Group, and the changing dynamics of the telecommunications marketplace, including continuing developments in technologies. Actual results may differ materially from those projected or implied in such forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and are based on certain assumptions.

The following important factors could cause the Telecom Italia Group's actual results to differ materially from those projected or implied in its forward-looking statements:

- \* the impact and consequences of the proposed transaction on our cash flow and results of operations, as a result of the significant increase in our debt levels if the proposed cash tender offers are successfully completed, which may affect our ability to take advantage of other investment opportunities and our ability to successfully achieve previously stated debt reduction targets;
- \* 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 price pressures generally;
- \* the continuing impact of rapid or "disruptive" changes in technologies;
- \* 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;
- \* 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 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.

## Edgar Filing: TELECOM ITALIA S P A - Form 6-K

- \* 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 licenses, 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 uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. Telecom Italia undertakes no obligation to release publicly the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof.

---

### 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: June 20th, 2005

TELECOM ITALIA S.p.A.

BY: /s/ Carlo De Gennaro

-----  
Carlo De Gennaro  
Company Manager