

OI S.A.  
Form 6-K  
February 06, 2013

**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**  
**of the Securities Exchange Act of 1934**

**For the month of February 2013**

**Commission File Number: 1-15256**

**OI S.A.**

**(Exact Name as Specified in its Charter)**

**N/A**

**(Translation of registrant's name into English)**

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**Rua General Polidoro, No. 99, 5th floor/part Botafogo**

**22280-001 Rio de Janeiro, RJ**

**Federative Republic of Brazil**

**(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)):

Yes:  **No:**

(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)):

Yes:  **No:**

(Indicate by check mark whether the registrant 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):

**Oi S.A.**

Corporate Taxpayer s ID (CNPJ/MF) No. 76.535.764/0001-43

Corporate Registry (NIRE) No. 33.300.29520-8

Publicly-Held Company

**Notice to the Market**

Oi S.A. ( Oi ) and its operational subsidiary Telemar Norte Leste ( Telemar ) hereby announce to their shareholders and the market in general that, as approved by the Brazilian federal telecommunications regulator (*Agência Nacional de Telecomunicações*), or ANATEL, rates for domestic local and long distance services have been readjusted by 0.55%.

Pursuant to the concession agreement the readjustment is calculated on the basis of the variation in the Telecommunications Services Index (*Serviços de Telecomunicações - IST*) ( sector index ), which was 5.15% during the period from August 2011 to October 2012, and applying an average productivity factor (Factor X) of 4.37%, calculated by ANATEL to reduce the sector index.

As of February 7, 2013, the local interconnection rates (TU-RL) will be readjusted by 10.4%, to R\$0.03211 (net) for Telemar and R\$0.03527 (net) for Oi.

The rates, approved and effective as of February 8, 2013, are as follows:

| <b>Local Service</b>                            | <b>Gross Rates (R\$ - Rio de Jan.)</b> | <b>Current</b> | <b>Readjusted</b> |
|---|--|----------------|-------------------|
| Installation Fees                               |  | 43.22          | 43.46             |
| Residential Subscription                        |  | 43.78          | 43.53             |
| Non-Residential Subscription and Trunk Services |  | 77.89          | 77.46             |
| AICE Subscription                               |  | 14.44          | 14,35             |
| Local Minute (Basic Plan)                       |  | 0.10797        | 0.11919           |
| VCA (Basic Plan)                                |  | 0.21594        | 0.23839           |
| Local Minute (PASOO)                            |  | 0.04191        | 0.04626           |
| VCA (PASOO)                                     |  | 0.16766        | 0.18506           |
| PASOO Completion Rate                           |  | 0.16766        | 0.18506           |

The amount of the credit for the use of public telephone booths was readjusted by 0.40%, to R\$0.12550, including taxes.

The fixed line-to-mobile rates (VC1, VC2, VC3) and mobile termination rates (VU-M) were not readjusted.

**Long Distance\***

| <b>Distance (Km) R\$</b> | <b>Current</b> | <b>Readjusted</b> |
|--------------------------|----------------|-------------------|
| 0 - 50                   | 0.18795        | 0.16916           |
| 50 - 100                 | 0.51741        | 0.43979           |
| 100 - 300                | 0.63759        | 0.62252           |
| + 300                    | 0.72237        | 0.73682           |

\* Rates per minute of domestic long distance calls, between 9 a.m. and 12 p.m. and between 2 p.m. and 6 p.m. on weekdays (gross rates - RJ base - peak times).

Rio de Janeiro, February 5, 2013

**Alex Waldemar Zornig**

**Investor Relations Officer**

**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: February 5, 2013

OI S.A.

By: /s/ Alex Waldemar Zornig

Name: Alex Waldemar Zornig

Title: Chief Financial Officer and Investor Relations Officer