

TIM PARTICIPACOES SA  
Form 6-K  
July 26, 2017

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 July, 2017**  
**Commission File Number 001-14491**

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**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

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**TIM PARTICIPAÇÕES S.A**  
**Publicly-held Company**  
**CNPJ/MF nº 02.558.115/0001-21**  
**NIRE 33.300.276.963**

**MATERIAL FACT**

**REORGANIZATION OF THE CORPORATE STRUCTURE OF THE CONTROLLED COMPANIES**

TIM Participações S.A. (“Company”) (B3: TIMP3; and NYSE: TSU), in accordance with the provisions of CVM Instruction No. 358 and article 157, § 4º, of Law No. 6.404/76, hereby informs to its shareholders, the public in general and other interested parties that, following the authorization given by the Company’s Board of Directors on the date hereof, will undertake the necessary procedures to implement the corporate reorganization project (“Reorganization”) of the its controlled companies TIM Celular S.A. (“TIM Celular”) and Intelig Telecomunicações Ltda. (“Intelig”), through the merger of TIM Celular into Intelig.

The Reorganization has the objective to capture operational and financial synergies, through the implementation of a more efficient process structure, as well as accounting and internal control systems.

In addition to taking advantage of operational and financial efficiencies, the Reorganization will allow an unified commercial management of the various services provided by the Company's subsidiaries and will provide a more efficient and swift response to the market’s needs, through the development of new services and integrated offers, enabling a better strategic positioning and competitiveness, as well as a better customer experience on the utilization of the services rendered.

The Reorganization is another stage of the continuous process that has been adopted by the Company, since the privatization of the telecommunications sector, and is in perfect alignment with the expectations of this segment.

The implementation of the Reorganization is subject (1) to the previous approval of the Agência Nacional de Telecomunicações – ANATEL, (2) to the previous consent from Banco Nacional de Desenvolvimento Econômico e Social – BNDES, as a creditor of the Company and (3) to the approval of the competent corporate bodies of the companies involved.

New information on the Reorganization will be disclosed to the market whenever relevant developments take place.

Rio de Janeiro, July 25, 2017

**TIM Participações S.A.**  
Rogério Tostes  
Investor Relations Officer

**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: July 25, 2017

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.

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