

PHAROL, SGPS S.A.
Form 6-K
March 15, 2016

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 March 2016

Commission File Number 1-13758

PHAROL, SGPS S.A.

(Exact name of registrant as specified in its charter)

Rua Joshua Benoliel, 1, 2C, Edifício Amoreiras Square

1250 -133 Lisboa, Portugal
(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.

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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

Announcement | Lisbon 15 March 2016

PHAROL INFORMS ABOUT ACQUISITION OF TREASURY SHARES

PHAROL, SGPS S.A. (PHAROL) informs that, pursuant to the terms and for the purposes of article 11, paragraph 2, item b) and of article 13 of the Regulation 5/2008 of the Portuguese Securities Code, and in accordance with the resolution of the General Shareholders Meeting held on 4 November 2015, it has acquired, on the 11, 14 and 15 March 2016 the following number of treasury shares in the Euronext Lisbon:

| Date | Hour (CET) | Quantity | Buy/Sell | Inside/Outside Stock market | Price |
|-------------|-----------------------|-----------------|-----------------|--|--------------|
| 11-03-2016 | 14:20:56 | 15,545 | Buy | Inside | 0.138 |
| 11-03-2016 | 14:20:56 | 5,000 | Buy | Inside | 0.138 |
| 11-03-2016 | 14:20:56 | 45,290 | Buy | Inside | 0.138 |
| 11-03-2016 | 14:20:56 | 40,004 | Buy | Inside | 0.138 |
| 11-03-2016 | 14:20:56 | 17,346 | Buy | Inside | 0.138 |
| 11-03-2016 | 14:20:56 | 15,000 | Buy | Inside | 0.138 |
| 11-03-2016 | 14:20:56 | 11,815 | Buy | Inside | 0.138 |
| 11-03-2016 | 15:14:10 | 118,201 | Buy | Inside | 0.137 |
| 11-03-2016 | 15:14:10 | 31,799 | Buy | Inside | 0.137 |
| 11-03-2016 | 16:03:23 | 100,000 | Buy | Inside | 0.137 |
| 14-03-2016 | 14:41:50 | 4,004 | Buy | Inside | 0.138 |
| 14-03-2016 | 14:41:50 | 5,000 | Buy | Inside | 0.138 |
| 14-03-2016 | 14:41:50 | 45,290 | Buy | Inside | 0.138 |
| 14-03-2016 | 14:41:50 | 20,185 | Buy | Inside | 0.138 |
| 14-03-2016 | 14:41:50 | 14,136 | Buy | Inside | 0.138 |
| 14-03-2016 | 14:41:50 | 40,004 | Buy | Inside | 0.138 |
| 14-03-2016 | 14:41:50 | 9,996 | Buy | Inside | 0.138 |
| 14-03-2016 | 16:25:29 | 12,870 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 19,500 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 99,999 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 24,270 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 677 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 39,715 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 15,831 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 44,186 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 1,375 | Buy | Inside | 0.139 |
| 14-03-2016 | 16:25:29 | 2,962 | Buy | Inside | 0.139 |
| 15-03-2016 | 14:33:46 | 32,500 | Buy | Inside | 0.135 |
| 15-03-2016 | 14:34:26 | 117,500 | Buy | Inside | 0.135 |

PHAROL, SGPS S.A.

Public company

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Share capital Euro 26,895,375
Registered in the Commercial
Registry Office of Lisbon
and Corporation no. 503 215 058

PHAROL is listed on the
Euronext (PHR). Information
may be accessed on Bloomberg
under the symbol PHR PL.

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| Date | Hour (CET) | Quantity | Buy/Sell | Inside/Outside Stock market | Price |
|------------|------------|----------|----------|-----------------------------|-------|
| 15-03-2016 | 16:32:20 | 61,672 | Buy | Inside | 0.132 |
| 15-03-2016 | 16:32:20 | 25,000 | Buy | Inside | 0.132 |
| 15-03-2016 | 16:32:20 | 40,473 | Buy | Inside | 0.132 |
| 15-03-2016 | 16:32:20 | 5,000 | Buy | Inside | 0.132 |
| 15-03-2016 | 16:32:20 | 17,855 | Buy | Inside | 0.132 |
| 15-03-2016 | 17:12:33 | 4,500 | Buy | Inside | 0.132 |
| 15-03-2016 | 17:12:33 | 41,830 | Buy | Inside | 0.132 |
| 15-03-2016 | 17:12:33 | 3,370 | Buy | Inside | 0.132 |
| 15-03-2016 | 17:12:33 | 18,705 | Buy | Inside | 0.132 |
| 15-03-2016 | 17:12:33 | 19,244 | Buy | Inside | 0.132 |
| 15-03-2016 | 17:12:33 | 5,000 | Buy | Inside | 0.132 |
| 15-03-2016 | 17:12:33 | 7,351 | Buy | Inside | 0.132 |

Following these transactions, PHAROL SGPS S.A. holds 25,915,000 own shares, corresponding to 2.8906% of the Company's share capital.

PHAROL | Announcement

3

Chesapeake Partners Management Co., Inc.

| | | | | | | |
|-------------------------|--------------|-------------------------|-----------------|------|--------------|-----------|
| 2800 Quarry Lake Drive | Suite 300 | Baltimore, MD 21209 (4) | 9,648,822 | 9.6% | Patrick Vogt | |
| (5) | | | | | | 1,546,354 |
| %Christopher C. Duignan | | | | | | 1.5 |
| (5) | | | | | | 220,000 |
| Andrew J. Graf | | | | | | * |
| (5) | | | | | | 245,139 |
| Samuel H. Jones | 1,149,305(6) | 1.1% | Dennis R. Raney | | | * |
| (5) | | | | | | 85,500 |
| James J. Spanfeller | | | | | | * |
| (5) | | | | | | 8,698 |
| Harvey D. Weatherson | | | | | | * |
| (5) | | | | | | 24,278 |
| | | | | | | * |

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* Less than 1% of the outstanding shares of common stock.

- (1) Beneficial ownership is determined in accordance with rules of the SEC and includes shares over which the indicated beneficial owner exercises voting and/or investment power. Shares of common stock subject to options currently exercisable or exercisable within 60 days are deemed outstanding for computing the percentage ownership of the person holding the options but are not deemed outstanding for computing the percentage ownership of any other person.
- (2) Total includes warrants to purchase 2,687,500 shares at an exercise price of \$0.45 per share that were issued on May 7, 2007. DG Fastchannel, Inc. has the sole power to vote and direct the vote of these shares.
- (3) As reported in a statement on a Schedule 13G filed with the SEC on February 12, 2008, Diker Management LLC is a member of a group that owns an aggregate amount of 9,787,142 shares of company stock. As the sole general partner of Diker Funds, Diker GP has the power to vote and dispose of the shares of Common Stock owned by the Diker Funds and, accordingly, may be deemed the beneficial owner of such shares. Pursuant to investment advisory agreement[s] Diker Management serves as the investment manager of the Diker Funds. Accordingly, Diker Management may be deemed the beneficial owner of shares held by the Diker Funds. Charles M. Diker and Mark N. Diker are the managing members of each of Diker GP and

Diker Management, and in that capacity direct their operations. Therefore, Charles M. Diker and Mark N. Diker may be beneficial owners of shares beneficially owned by Diker GP and Diker Management. Total includes warrants to purchase 1,928,571 shares issued on October 18, 2007 at an exercise price of \$0.84 held by Diker Management.

- (4) Based on information provided by Chesapeake Partners Management Co., Inc., as of February 13, 2008, Chesapeake Partners Management Co., Inc. has shared voting and dispositive power as to the Company shares and stock warrants held by both Chesapeake Partners Limited Partnership and Chesapeake Partners Master Fund, Ltd. In addition, Mark Lerner and Traci Lerner are officers of Chesapeake Partners Management Co., Inc. and have shared voting and dispositive power over the Company shares and stock warrants held by Chesapeake Partners Limited Partnership and Chesapeake Partners Master Fund, Ltd. Total includes 857,143 shares issuable upon exercise of a stock warrant held by Chesapeake Partners Master Fund, Ltd., at a price per share of \$0.84 that were issued on October 18, 2007. The warrant is not exercisable for a period of six months following October 18, 2007 and expires on April 18, 2013. Total also includes 50,000 shares issuable upon exercise of a stock warrant held by Chesapeake Partners Master Fund, Ltd. at a price per share of \$1.20 that were issued on December 29, 2005 and that expire on December 29, 2008. Total also includes 857,143 shares issuable upon exercise of a stock warrant held by Chesapeake Partners Limited Partnership, at a price per share of \$0.84 that were issued on October 18, 2007. The warrant is not exercisable for a period of six months following October 18, 2007 and expires on April 18, 2013. Total also includes 50,000 shares issuable upon exercise of a stock warrant held by Chesapeake Partners Limited Partnership at a price per share of \$1.20 that were issued on December 29, 2005 and that expire on December 29, 2008.
- (5) Total represents options currently exercisable or exercisable within 60 days of April 28, 2008.
- (6) Total represents 940,055 Shares of Company Common Stock and 209,250 options currently exercisable or exercisable within 60 days of April 28, 2008.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors, certain officers, and persons who own more than ten percent of a registered class of the Company's securities, to file with the SEC reports of ownership and changes in ownership of Company common stock and other equity securities of the Company. Officers, directors and greater-than ten percent stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, the Company believes that during the year ended December 31, 2007, its officers, directors and greater-than ten percent stockholders complied with all Section 16(a) filing requirements.

Item 13. Certain Relationships, Related Transactions, and Director Independence

Director Independence

The Board of Directors has determined that the majority of the Board of Directors is comprised of independent directors within the meaning of applicable NASDAQ listing standards. The Company's independent directors include: Messrs. Jones, Raney, Spanfeller and Weatherson.

Item 14. Principal Accountant Fees and Services

The fees billed for professional services rendered by PwC for the fiscal years 2007 and 2006 were as follows:

| | 2007 | 2006 |
|--------------------|--------------|------------|
| Audit Fees | \$ 1,039,620 | \$ 687,919 |
| Audit-Related Fees | \$ 0 | \$ 0 |
| All Other Fees | \$ 5,583 | \$ 4,227 |

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| | | | | |
|----------|----|-----------|----|---------|
| Tax Fees | \$ | 5,742 | \$ | 0 |
| Total | \$ | 1,048,945 | \$ | 692,146 |

The services rendered by PwC in connection with the fees presented in the table above were as follows:

Audit Fees

Audit fees relate to the services rendered in connection with the audit of the Company's consolidated financial statements for the years ended December 31, 2007 and 2006, quarterly reviews of financial statements included in the Company's Forms 10-Q during 2007 and 2006, and the audit of internal control over financial reporting as of December 31, 2007 and 2006.

All Other Fees

All other fee amounts are for audit in 2006 and software licensing in 2007.

Tax Fees

Rebate to the Japan tax return preparation fee.

Pre-Approval of Independent Registered Public Accounting Firm Fees and Services Policy

The audit committee has adopted a policy that requires advance approval of all audit services and non-audit services performed by the independent registered public accounting firm or other public accounting firms. Audit services approved by the audit committee within the scope of the engagement of the independent registered public accounting firm are deemed to have been pre-approved.

PART IV

Item 15. Exhibits, Financial Statement Schedule

(a) The following documents are filed as part of this report:

1. *Financial Statements*. See Index to Financial Statements at Item 8 on page 42 of this Report.
2. *Financial Statement Schedule*. See Index to Financial Statements at Item 8 on page 42 of this Report.
3. *Exhibits*.

Exhibit No. 2: Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession

- 2.1 Stock Purchase Agreement, dated as of August 23, 2000, by and between the Registrant and Computer Associates International, Inc. (incorporated by reference from Exhibit 2.1 to the Registrant's Current Report on form 8-K, filed on September 8, 2000 (File No. 000-27168))
- 2.2 Stock Purchase Agreement between the Registrant and the selling stockholders of Unicast Communications Corp., dated December 1, 2004 (incorporated by reference from Exhibit 2.2 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005)
- 2.3 Purchase Agreement dated as of March 12, 2007 by and among Delaney, LLC, Mark Turner and the Registrant with respect to all the Partnership Interests of Makos Advertising, LP (incorporated by reference from Exhibit 2.1 to the Registrant's Form 8-K filed on May 8, 2007)
- 2.4 Purchase Agreement dated as of October 18, 2007 by and among Springbox GP, LLC, the limited partners set forth on the schedule of purchasers attached thereto and the Registrant with respect to all the partnership interests of Springbox, Ltd. (incorporated by reference from Exhibit 2.1 to the Registrant's Amendment No. 1 to Form 8-K filed on October 19, 2007)

Exhibit No. 3: Articles of Incorporation and Bylaws

- 3.1 Restated Certificate of Incorporation of Registrant (incorporated by reference from Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005 (File No. 000-27168))
- 3.2 Bylaws of Registrant, as amended on November 14, 2007 (incorporated by reference from Exhibit 3.2 to the Registrant's Form 8-K filed on November 19, 2007)
- 3.3 Certificate of Amendment of Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Registrant's Form 8-K filed on November 17, 2006)
- 3.4 Certificate of Amendment to Certificate of Incorporation of Registrant (incorporated by reference from Exhibit 3.1 to the Registrant's Form 8-K filed on December 18, 2007)

Exhibit No. 4: Instruments Defining the Rights of Security Holders

- 4.1 Specimen of Common Stock Certificate of Registrant (incorporated by reference from Exhibit 2.4 to the Registrant's Form 8-K, filed on June 13, 1997 (File No. 000-27168))
- 4.2

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Amended and Restated Rights Agreement, dated as of June 24, 1999 between the Registrant and BankBoston, N.A., including form of Certificate of Designations, Rights Certificate and the Summary of Rights attached thereto as Exhibits A, B, and C respectively (incorporated by reference from Exhibit 4 to the Registrant's Form 8-A/A, filed on October 29, 1999 (File No. 000-27168))

- 4.3 Amendment No. 1 to Amended and Restated Rights Agreement, dated as of June 24, 1999 between the Registrant and BankBoston, N.A. (incorporated by reference from Exhibit 5 to the Registrant's Form 8-A/A, filed on December 5, 2000 (File No. 000-27168))
- 4.4 Amendment No. 2 to Amended and Restated Rights Agreement between Registrant and EquiServe Trust Company, N.A., as successor to Fleet National Bank (f/k/a BankBoston N.A.) (incorporated by reference from Exhibit 4.1 to the Registrant's Form 8- A12G/A filed on May 18, 2007)
- 4.5 Amendment No. 3 to Amended and Restated Rights Agreement between Registrant and Computershare Trust Company, N.A. (f/k/aEquiServe Trust Company, N.A. as successor to Fleet National Bank (f/k/a BankBoston, N.A.)) (incorporated by reference from Exhibit 4.2 to the Registrant's Form 8-A12G/A filed on May 18, 2007)

Exhibit No. 10: Material Contracts

- 10.1 1995 Stock Plan, as amended on November 28, 2000 (incorporated by reference from Exhibit 10.2 to the Registrant's Annual Reporton Form 10-K for the year ended December 31, 2000 filed on March 30, 2001 (File No. 000-27168))
- 10.2 1995 Director Option Plan (incorporated by reference from Exhibit 10.7 to the Registrant's Registration Statement on Form SB-2,filed on December 11, 1995, as amended (File No. 33- 98628LA))
- 10.3 1996 Nonstatutory Stock Option Plan, as amended on June 29, 1999 (incorporated by reference from Exhibit 4.2 to the Registrant'sRegistration Statement on Form S-8, filed on September 9, 1999 (File No. 333-86817))
- 10.4 Employment Agreement between the Registrant and Robert E. Rice dated December 29, 2004 (incorporated by reference fromExhibit 10.1 to the Registrant's Report on Form 8-K filed by the Registrant on December 30, 2004)
- 10.5 Employment Agreement between the Registrant and Jay S. Amato, dated August 7, 2003 (incorporated by reference from Exhibit10.1 to Form 10-Q filed by the Registrant on November 14, 2003)
- 10.6 Employment Agreement between the Registrant and William H. Mitchell dated July 18, 2003 (incorporated by reference fromExhibit 10.2 to Form 10-Q filed by Registrant on November 14, 2003)
- 10.7 Form of Indemnification Agreement for Executive Officers and Directors (incorporated by reference from Exhibit 10.1 to theRegistrant's Registration Statement on Form SB-2, filed on December 11, 1995, as amended (File No. 33-98628LA))

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- 10.8 Securities Purchase Agreement, dated as of December 31, 2002, by and among the Registrant and the Buyers named therein, as amended by the Redemption, Amendment and Exchange Agreement, dated as of March 25, 2003, by and among the Registrant and the Buyers named therein (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on January 2, 2003)
- 10.9 Form of Replacement 4.95% Convertible Note of the Registrant, (incorporated by reference from Exhibit 10.2 to Form 8-K filed by the Registrant on January 2, 2003)
- 10.10 Form of Subsequent/Additional 4.95% Convertible Note of the Registrant, (incorporated by reference from Exhibit 10.3 to Form 8-K filed by the Registrant on January 2, 2003)
- 10.11 Form of Initial Warrant for Common Stock of the Registrant, (incorporated by reference from Exhibit 10.4 to Form 8-K filed by the Registrant on January 2, 2003)
- 10.12 Form of Subsequent/Additional Warrant for Common Stock of the Registrant, (incorporated by reference from Exhibit 10.5 to Form 8-K filed by the Registrant on January 2, 2003)
- 10.13 Registration Rights Agreement, dated as of December 31, 2002, by and among the Registrant and the Buyers named therein, as amended by the Redemption, Amendment and Exchange Agreement, dated as of March 25, 2003, by and among the Registrant and the Buyers named therein, (incorporated by reference from Exhibit 10.6 to Form 8-K filed by the Registrant on January 2, 2003)
- 10.14 Pledge Agreement, dated as of December 31, 2002, by Viewpoint Corporation as Pledgor, in favor of Smithfield Fiduciary LLC as collateral agent, for the benefit of the holders named therein, (incorporated by reference from Exhibit 10.7 to Form 8-K filed by the Registrant on January 2, 2003)
- 10.15 Redemption, Amendment and Exchange Agreement, dated as of March 25, 2003, by and among the Registrant and Smithfield Fiduciary LLC (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on March 25, 2003)
- 10.16 Redemption, Amendment and Exchange Agreement, dated as of March 25, 2003, by and among the Registrant and Riverview Group, LLC (incorporated by reference from Exhibit 10.2 to Form 8-K filed by the Registrant on March 25, 2003)
- 10.17 Redemption, Amendment and Exchange Agreement, dated as of March 25, 2003, by and among the Registrant and Portside Growth & Opportunity Fund (incorporated by reference from Exhibit 10.3 to Form 8-K filed by the Registrant on March 25, 2003)
- 10.18 Form of Redemption Warrant for Common Stock of the Registrant (incorporated by reference from Exhibit 10.9 to Form 8-K filed by the Registrant on March 25, 2003)
- 10.19 Stock Purchase Agreement, dated as of November 12, 2003, by and between the Registrant and Federal Partners, L.P. (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on November 13, 2003)
- 10.20 Registration Rights Agreement dated as of November 12, 2003, by and between the Registrant and Federal Partners, L.P. (incorporated by reference from Exhibit 10.2 to Form 8-K filed by Registrant on November 13, 2003)
- 10.21* Overture Master Agreement, dated January 14, 2004 by and between the Registrant and Overture Services, Inc. (incorporated by reference from Exhibit 10.21 to Form 10-K filed by Registrant for the year ended December 31, 2004 filed on March 16, 2005 (File No. 000-27168))
- 10.22 Registration Rights Agreement, by and between the Registrant and the selling stockholders of Unicast Communications, Corp. (incorporated by reference from Exhibit 10.22 to Form 10-K filed by Registrant on March 16, 2006)

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- 10.23 Securities Purchase Agreement, by and between the Registrant and the investors listed on the Schedule of Buyers attached thereto (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on March 18, 2004)
- 10.24 Registration Rights Agreement, by and between the Registrant and the investors listed on the Schedule of Buyers attached thereto (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on March 18, 2004)
- 10.25 Securities Purchase Agreement, dated as of December 20, 2004, by and between the Registrant and EagleRock Master Fund, LP (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on December 22, 2004)
- 10.26 Registration Rights Agreement dated as of December 20, 2004, by and between the Registrant and EagleRock Master Fund, LP (incorporated by reference from Exhibit 10.2 to Form 8-K filed by Registrant on December 22, 2004)
- 10.27 Employment Agreement between the Registrant and Patrick Vogt dated August 25, 2005 (incorporated by reference from Exhibit 10.2 to Form 10-Q filed by the Registrant on November 9, 2005)
- 10.28 Employment Agreement between the Registrant and Andrew J. Graf, dated May 24, 2005
- 10.29* Amendment No. 1 to Overture Master Agreement, dated May 11, 2004 by and between the Registrant and Overture Services, Inc. (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on November 23, 2005)
- 10.30* Amendment No. 2 to Overture Master Agreement, dated December 1, 2004 by and between the Registrant and Overture Services, Inc. (incorporated by reference from Exhibit 10.2 to Form 8-K filed by the Registrant on November 23, 2005)
- 10.31* Amendment No. 3 to Overture Master Agreement, dated October 18, 2005 by and between the Registrant and Overture Services, Inc. (incorporated by reference from Exhibit 10.3 to Form 8-K filed by the Registrant on November 23, 2005)
- 10.32 Securities Purchase Agreement, dated December 29, 2005 by and between the Registrant and the investors listed on Schedule of Purchasers (incorporated by reference from Exhibit 4.1 to Form S-3 filed by the Registrant on February 14, 2006)
- 10.33 Registration Rights Agreement, dated December 29, 2005 by and between the Registrant and the investors listed on Schedule of Purchasers (incorporated by reference from Exhibit 4.2 to Form S-3 filed by the Registrant on February 14, 2006)
- 10.34 Amendment to 4.95% Subordinated Note Due 2008 of the Registrant (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on March 16, 2007)
- 10.35 Second Amended and Restated 4.95% Subordinated Note Due September 30, 2009 of the Registrant (incorporated by reference from Exhibit 10.2 to Form 8-K filed by the Registrant on March 16, 2007)
- 10.36 Employment Agreement between the Registrant and Andrew J. Graf dated May 24, 2005 (incorporated by reference from Exhibit 10.28 to Form 10-K filed by the Registrant on March 20, 2006)
- 10.37 Employment Agreement between the Registrant and Christopher C. Duignan dated April 27, 2007 (incorporated by reference from Exhibit 99.2 to Form 8-K filed by the Registrant on May 2, 2007)

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- 10.38 Securities Purchase Agreement, dated as of May 4, 2007, by and between the Registrant, DG FastChannel, Inc. and the other investors listed on the Schedule of Purchasers attached thereto (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on May 8, 2007)
- 10.39 Registration Rights Agreement by and between the Registrant and the other investors listed on the Schedule of Purchasers attached thereto (incorporated by reference from Exhibit 10.2 to Form 8-K filed by the Registrant on May 8, 2007)
- 10.40 Form of Warrant to Purchase Common Stock of Registrant (incorporated by reference from Exhibit 10.3 to Form 8-K filed by the Registrant on May 8, 2007)
- 10.41* Amendment No. 4 to Overture Master Agreement, dated June 2, 2006 by and between the Registrant and Overture Services, Inc. (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on May 31, 2007)
- 10.42* Amendment No. 5 to Overture Master Agreement, dated May 8, 2007 by and between the Registrant and Overture Services, Inc. (incorporated by reference from Exhibit 10.2 to Form 8-K filed by the Registrant on May 31, 2007)
- 10.43 Securities Purchase Agreement, dated as of October 18, 2007, between Registrant and the other investors listed on the Schedule of Purchasers attached thereto (incorporated by reference from Exhibit 10.1 to Amendment No. 1 to Form 8-K filed by the Registrant on October 19, 2007)
- 10.44 Registration Rights Agreement, dated as of October 18, 2007, between Registrant and the other investors listed on the Schedule of attached thereto (incorporated by reference from Exhibit 10.2 to Amendment No. 1 to Form 8-K filed by the Registrant on October 19, 2007)
- 10.45 Form of Warrant to Purchase Common Stock of Registrant (incorporated by reference from Exhibit 10.3 to Amendment No. 1 to Form 8-K filed by the Registrant on October 19, 2007).
- 10.46 2006 Equity Incentive Plan (incorporated by reference from Exhibit 4.1 to the Registrant's Registration Statement on Form S-8, filed on August 3, 2006 (File No. 333-136271)
- 10.47 Amendment No. 6 to Overture Master Agreement, dated as of April 8, 2008 by and between the Registrant, Overture Services, Inc. and Overture Search Services (Ireland) Limited (incorporated by reference from Exhibit 10.1 to Form 8-K filed by the Registrant on April 14, 2008).

Exhibit No. 21: Subsidiaries of the Registrant

- 21.1 Listing of Registrant's Subsidiaries

Exhibit No. 23: Consents of Experts and Counsel

- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm**

Exhibit No. 24: Power of Attorney

- 24.1 Power of Attorney (included on the signature pages of this Annual Report on Form 10-K)**

Exhibit Nos. 31 and 32: Additional Exhibits

- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes- Oxley Act of 2002**

* Confidential treatment has been requested for portions of this exhibit.

** Previously filed with the original filing of this Annual Report on Form 10-K on March 17, 2008.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in the City of New York, State of New York, on the 29th day of, 2008.

ENLIVEN MARKETING TECHNOLOGIES CORPORATION

Dated: April 29, 2008 By: /s/ PATRICK VOGT
Patrick Vogt
Director, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities indicated.

Dated: April 29, 2008 By: /s/ PATRICK VOGT
Patrick Vogt
Director, President and
Chief Executive Officer
(Principal Executive Officer)

Dated: April 29, 2008 By: /s/ CHRISTOPHER C. DUIGNAN
Christopher C. Duignan
Chief Financial Officer
(Principal Financial Officer)

Dated: April 29, 2008 By: *
Samuel H. Jones, Jr.
Director

Dated: April 29, 2008 By: *
Dennis R. Raney
Director

Dated: April 29, 2008 By: *
James J. Spanfeller
Director

Dated: April 29, 2008 By: *
Harvey D. Weatherson
Director

* Patrick Vogt, by signing his name hereto, does sign this document on behalf of the above noted individuals, pursuant to powers of attorney duly executed by such individuals, which have been filed as Exhibit 24.1 to this Report.

By: /s/ PATRICK VOGT
Patrick Vogt
Attorney-in-fact

