

TELEFONICA BRASIL S.A.  
Form 6-K  
November 14, 2017

**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 November, 2017**

**Commission File Number: 001-14475**

---

**TELEFÔNICA BRASIL S.A.**  
**(Exact name of registrant as specified in its charter)**

**TELEFONICA BRAZIL S.A.**  
**(Translation of registrant's name into English)**

**Av. Eng° Luís Carlos Berrini, 1376 - 28° andar**  
**São Paulo, S.P.**  
**Federative Republic of Brazil**  
**(Address of principal executive office)**

---

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

Edgar Filing: TELEFONICA BRASIL S.A. - Form 6-K

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

X

**TELEFÔNICA BRASIL S.A.**

Publicly-held Company

CNPJ/MF Nº 02.558.157/0001-62 – NIRE 35.3.001.5881-4

**NOTICE TO THE MARKET**

**TELEFÔNICA BRASIL S.A.** ("Company") hereby informs that its Board of Directors, in a meeting held on November 13, 2017, deliberated in favor of the 6th (sixth) issuance of simple, non-convertible and unsecured debentures, in a single series ("Issuance" and "Debentures", respectively), in the total amount of R\$1,000,000,000.00 (one billion reais), which will be subject to public distribution with restricted distribution efforts, under a firm placement commitment, pursuant to the Instruction No. 476 of January 16, 2009, as amended ("Restricted Offering" and "CVM Instruction 476", respectively).

The Restricted Offering is exclusively intended for professional investors, as defined in Article 9-A of CVM of the Instruction No. 539 of November 13, 2013, as amended, and is automatically exempted from the public distribution registry referred to in Article 19 of the Law 6.385, dated December 7, 1976, as amended, pursuant to the CVM Instruction 476.

100,000 (one hundred thousand) Debentures will be issued with a par value, on the date of issuance, which is November 27, 2017 ("Issuance Date"), equivalent to R\$10,000.00 (ten thousand reais). The Debentures have the maturity of 3 (three) years as of the Issuance Date, thus, maturing in November 27, 2020. The unitary par value of each Debenture shall not be monetarily updated.

The debit balance of the unitary par value of each Debenture shall bear interest equivalent to of the Brazilian *Taxa DI* (considering the cumulative variation of the average daily rates of ID - Interbank Deposits (*DI – Depósitos Interfinanceiros*) of one day , "Over extra-group", expressed as a percentage per year, basis 252 (two hundred and fifty-two) business days, calculated and published daily by B3 S.A. – Brasil, Bolsa, Balcão ("B3"), on the daily informative available at its page on the Internet (<http://www.cetip.com.br>) plus an overrate of 0,24% (twenty four hundredths) expressed as a percentage per year ("Interest"). The Interest will be calculated exponentially and cumulatively pro rata temporis for business days elapsed, from the first date of subscription and payment of the Debentures or the immediately preceding

Interest payment date, as the case may be, up to the date payment is made, according to the formula set forth in the indenture of the Debentures.

---

The Debentures will be registered for distribution in the primary market through the *MDA – Módulo de Distribuição de Ativos*, managed and operated by B3, and the distribution will be settled financially through B3. The Debentures will be registered for trading in the secondary market through *CETIP21 – Títulos e Valores Mobiliários*, managed and operated by B3, with the Debentures being traded financially through B3 and the Debentures electronically held in custody at B3.

The resources obtained by the Company through the Restricted Offering will be fully used to reprofile the Company's financial liabilities, for the ordinary management business of the Company.

This notice to the market is exclusively informative and should not be interpreted as sales material for the Debentures.

São Paulo, November 13, 2017

**David Melcon Sanchez-Friera**

CFO and Investor Relations Officer

Telefônica Brasil S.A. – Investor Relations

Tel: +55 11 3430 3687

E-mail: [ir.br@telefonica.com](mailto:ir.br@telefonica.com)

Information Available at: [www.telefonica.com.br/ir](http://www.telefonica.com.br/ir)

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.

Date: November 13, 2017

**TELEFÔNICA BRASIL S.A.**  
By: /s/ Luis Carlos da Costa Plaster  
Name: Luis Carlos da Costa Plaster  
Title: Investor Relations Director

---