



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3720

October 14, 2015

Mr. Bayard De Paoli Gontijo  
Chief Executive Officer  
Oi S.A.  
Rua Humberto de Campos, 425  
Leblon, Rio de Janeiro, RJ, Brazil 22430-190

**Re: Oi S.A.**  
**Form 20-F for Fiscal Year Ended December 31, 2014**  
**Filed May 7, 2015**  
**File No. 001-15256**

Dear Mr. Gontijo:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Robert S. Littlepage, for

Carlos Pacho  
Senior Assistant Chief Accountant