

TELEFONICA BRASIL S.A.
Form 6-K
March 08, 2019

**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 March, 2019

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 02.558.157/0001-62 – NIRE 35.3.0015881-4

Ordinary and Extraordinary Shareholders' Meeting

CALL NOTICE

The Shareholders of Telefônica Brasil S.A. ("Company") are hereby called to the Ordinary and Extraordinary Shareholders' Meeting ("Meeting") to be held at 11:00 a.m. on April 11, 2019, at the Company's head office, located at Avenida Eng. Luiz Carlos Berrini, 1376, 20th floor, auditorium, Cidade Monções neighborhood, in the Capital of the State of São Paulo, to resolve on the following agenda:

At the Ordinary Shareholders' Meeting:

1. Examine the management's accounts, analyze, discuss and vote on the Company's Financial Statements, alongside with the Management Report, Independent Auditors' Report and Audit Committee's Opinion related to the fiscal year ended on December 31, 2018;
2. Resolve on the Company's proposal for capital budget for the fiscal year ending December 31, 2019, pursuant to Article 196 of Law 6,404/76, as amended ("Corporations Law");
3. Resolve on the profitability allocation for the fiscal year ended December 31, 2018 and on the distribution of dividends to the shareholders of the Company;
4. Define the number of members to compose the Board of Directors and elect the members of the Board of Directors for a new term of office; and
5. Elect the members of the Fiscal Board for a new term.

At the Extraordinary Shareholders' Meeting:

1. Rerratify the amount of the annual global compensation paid to the members of the Fiscal Board for the fiscal year ended December 31, 2018; and
2. Define the amount of the global annual remuneration of the administrators and members of the Fiscal Board for fiscal year 2019.

General Instructions:

(i) In accordance with Article 12 of the Bylaws:

- May only participate and vote at the Shareholders' Meeting, the shareholders whose shares are registered in their name in the proper book, up to 72 (seventy two) hours before the date appointed for the respective Meeting; and

- The shareholders must also present, up to 72 hours prior to the Meeting's date, an extract containing the respective shareholding, issued by the custodian body, in accordance with the Shareholders' Meeting Manual.

(ii) The shareholder's participation may be personal, by legally constituted attorney/ legal representative or via a remote vote bulletin, and detailed guidance on the documentation required in each case is mentioned in the Shareholders' Meeting Manual published on this date:

- Personal: If the shareholder chooses to participate personally in the Meeting, the shareholder must attend the Meeting with a document proving their identity (identity card and CPF).

- Representation in the Meeting by Attorneys/Legal Representative: In order to confer more celerity and efficiency to the work of the Shareholders' Meeting, in accordance with the provisions of paragraph 2 of article 12 of the Bylaws, in case the shareholder chooses to exercise its right to vote in the Meeting through an attorney or legal representative, as the case may be, the Company hereby informs that the representation and documentation mandates described in the Shareholders' Meeting Manual shall be deposited at the Company's headquarters at Avenida Engenheiro Luiz Carlos Berrini, 1376, 17^o andar, CEP 04571-936, Cidade Monções, in the Capital of the State of São Paulo, to the attention of the Investor Relations Office, on business days, from Monday to Friday, from 9:00 am to 6:00 pm, up to 72 (seventy-two) hours before the date designated for the Meeting.

- Remote Vote Bulletin: If the shareholder chooses to exercise his right to vote remotely, pursuant to CVM Instruction 481/09, as amended ("ICVM 481"), he/she may send the vote bulletin through his/her respective custody agent, through the Company's custody agent (Banco Bradesco S.A.) or directly to the Company, according to the guidelines contained in the Shareholders' Meeting Manual.

(iii) According to CVM Instructions 165 and 282, the minimum percentage of participation in the voting capital to request the adoption of the multiple vote process for the election of members of the Board of Directors is 5%, observing the legal deadline of 48 hours prior to the holding of the Meeting for such request.

(iv) The documents listed in Article 133 of the Law of Corporations were published in Valor Econômico and Official Gazette of the State of São Paulo on February 20, 2019.

(v) All documents related to the agenda are available to shareholders at the Company's head office, and may also be found on the websites of the Brazilian Securities Commission - CVM (www.cvm.gov.br), B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the Company's website (www.telefonica.com.br/ir), in accordance with the provisions of the Law of Corporations and CVM Instruction no. 481/2009, as amended.

São Paulo, March 07, 2019.

Eduardo Navarro de Carvalho

2

Chairman of the Board of Directors

3

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: March 7, 2019

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