

TELECOMMUNICATIONS CO OF CHILE

Form SC TO-T/A

October 08, 2008



- (1) Estimated solely for the purpose of determining the filing fee. The transaction valuation is calculated by adding (A) the product of (x) 180,702,226 (which is the sum of the number of Compañía de Telecomunicaciones de Chile S.A. Series A Shares represented by American Depositary Shares, each representing 4 Series A Shares, and an estimate of the maximum number of Series A Shares held by U.S. holders) times (y) the purchase price of Ch\$ 1,000 per Series A Share, net in cash, converted to U.S. dollars using an exchange rate of Ch\$532.42 to U.S.\$ 1.00, the Observed Exchange Rate (as defined in the Offer to Purchase) as of September 16, 2008 and (B) the product of (x) 425,857 (which is the estimate of the maximum number of Compañía de Telecomunicaciones de Chile S.A. Series B Shares held by U.S. Holders) times (y) the purchase price of Ch\$ 900 per Series B

Share, net in cash,  
converted to U.S.  
dollars using an  
exchange rate of  
Ch\$532.42 to U.S.\$  
1.00, the Observed  
Exchange Rate as of  
September 16, 2008.

(2) The amount of the  
filing fee, calculated  
in accordance with  
Rule 0-11(d) of the  
Securities Exchange  
Act of 1934, as  
amended, equals  
0.00003930 of the  
transaction  
valuation.

(3) The filing fee was  
paid on  
September 16, 2008,  
the day prior to the  
initial filing of the  
Schedule TO.

Check the box if any part of the fee is offset as provided by Rule 0-11 (a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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Item 12. Exhibits

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EX-99.A.16: Announcement of the results of CTC's Extraordinary Shareholders' Meeting.

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**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 6 to the Schedule TO is true, complete and correct.

TELEFÓNICA, S.A.

Dated: October 8, 2008

By: /s/ Jorge Abadía Pozuelo  
Name: Jorge Abadía Pozuelo  
Title: Authorized Signatory

By: /s/ Ernesto López Mozo  
Name: Ernesto López Mozo  
Title: Authorized Signatory

INVERSIONES TELEFÓNICA  
INTERNACIONAL HOLDING LIMITADA

By: /s/ Jorge Abadía Pozuelo  
Name: Jorge Abadía Pozuelo  
Title: Authorized Signatory

By: /s/ Ernesto López Mozo  
Name: Ernesto López Mozo  
Title: Authorized Signatory

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EXHIBIT INDEX

Exhibit No.	Description
Exhibit (a)(16)	English translation of the announcement of the results of CTC's Extraordinary Shareholders Meeting, filed in Spain by Telefónica pursuant to article 82 of the Spanish Stock Market Act (Ley del Mercado de Valores), dated Wednesday, October 8, 2008.