

Edgar Filing: UNIVERSAL CORP /VA/ - Form SC 13G/A

UNIVERSAL CORP /VA/
Form SC 13G/A
February 14, 2005

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

SCHEDULE 13G

Under the Securities exchange Act of 1934

(AMENDMENT NO.1) *

UNIVERSAL CORP VA

(NAME OF ISSUER)

COM

(TITLE OF CLASS OF SECURITIES)

913456109

(CUSIP NUMBER)

December 31, 2004

(Date of event which requires filing of this Statement)

NOTE: A MAJORITY OF THE SHARES REPORTED IN THIS SCHEDULE 13G ARE HELD BY UNAFFILIATED THIRD-PARTY CLIENT ACCOUNTS MANAGED BY ALLIANCE CAPITAL MANAGEMENT L.P., AS INVESTMENT ADVISER. (ALLIANCE CAPITAL MANAGEMENT L.P. IS A MAJORITY-OWNED SUBSIDIARY OF AXA FINANCIAL, INC.)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- X Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

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CUSIP NO. 913456109

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A)

(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2004 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	1,231,484
	6. SHARED VOTING POWER	13,646
	7. SOLE DISPOSITIVE POWER	1,504,994
	8. SHARED DISPOSITIVE POWER	2,346

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,507,340
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.9%

12. TYPE OF REPORTING PERSON *

IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 913456109

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Page 3 of 12 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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	6. SHARED VOTING POWER	13,646

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BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	1,504,994
	8.	SHARED DISPOSITIVE POWER	2,346
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)			1,507,340
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			5.9%
12. TYPE OF REPORTING PERSON *			
IC			
* SEE INSTRUCTIONS BEFORE FILLING OUT!			

CUSIP NO. 913456109

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1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
AXA Courtage Assurance Mutuelle			
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *			(A) [X] (B) []
3. SEC USE ONLY			
4. CITIZENSHIP OR PLACE OF ORGANIZATION France			
NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2004	5.	SOLE VOTING POWER	1,231,484
	6.	SHARED VOTING POWER	13,646
BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	1,504,994
	8.	SHARED DISPOSITIVE POWER	2,346
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IC			
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- 1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) []

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES	5.	SOLE VOTING POWER	1,231,484
BENEFICIALLY			
OWNED AS OF	6.	SHARED VOTING POWER	13,646
December 31, 2004			
BY EACH	7.	SOLE DISPOSITIVE POWER	1,504,994
REPORTING			
PERSON WITH:	8.	SHARED DISPOSITIVE POWER	2,346

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,507,340
(Not to be construed as an admission of beneficial ownership)

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * | |

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.9%

- 12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 913456109

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- 1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) []

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF SHARES	5.	SOLE VOTING POWER	1,231,484
BENEFICIALLY			
OWNED AS OF	6.	SHARED VOTING POWER	13,646
December 31, 2004			

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BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	1,504,994
	8.	SHARED DISPOSITIVE POWER	2,346
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)			1,507,340
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			5.9%
12. TYPE OF REPORTING PERSON *			
HC			

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a) Name of Issuer:
UNIVERSAL CORP VA

Item 1(b) Address of Issuer's Principal Executive Offices:
1501 North Hamilton St.
Richmond, VA 23230

Item 2(a) and (b)
Name of Person Filing and Address of Principal Business Office:

AXA Assurances I.A.R.D Mutuelle, and
AXA Assurances Vie Mutuelle,
26, rue Drouot
75009 Paris, France

AXA Courtage Assurance Mutuelle
26, rue Drouot
75009 Paris, France

as a group (collectively, the 'Mutuelles AXA').

AXA
25, avenue Matignon
75008 Paris, France

AXA Financial, Inc.
1290 Avenue of the Americas
New York, New York 10104

(Please contact Dean Dubovy at (212) 314-5528 with any questions.)

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Item 2(c) Citizenship:
 Mutuelles AXA and AXA - France
 AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:
 COM

Item 2(e) Cusip Number:
 913456109

Item 3. Type of Reporting Person:
 AXA Financial, Inc. as a parent holding company,
 in accordance with 240.13d-1(b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

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Item 4. Ownership as of December 31, 2004

(a) Amount Beneficially Owned:

1,507,340 shares of common stock beneficially owned including:

	No. of Shares
	Subtotals

AXA	0
AXA Entity or Entities	
AXA Financial, Inc.	0
Subsidiaries:	
Advest, Inc. acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:	
Common Stock	2,346
Alliance Capital Management L.P. acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:	2,346

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Common Stock	1,504,994	
		1,504,994

Total		1,507,340
		=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class: 5.9%

=====

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ITEM 4. Ownership as of December 31, 2004 (CONT.)

(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote	(ii) Deemed to have Shared Power to Vote or to Direct the Vote	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition
	-----	-----	-----	-----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities:				
AXA Financial, Inc.	0	0	0	0
Subsidiaries:				

Advest, Inc.	0	2,346	0	2,346
Alliance Capital Management L.P.	1,231,484	11,300	1,504,994	0
	-----	-----	-----	-----
	1,231,484	13,646	1,504,994	2,346
	=====	=====	=====	=====

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

()

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

- () in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:
- () in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
- (X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries:
- (X) Advest, Inc.
(06-0950348), a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) Alliance Capital Management L.P.
(13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) AXA Equitable Life Insurance Company
(13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) Boston Advisors, Inc.
(04-2805120), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) Frontier Trust Company, FSB (Advest Trust)
(45-0373941), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

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Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not

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have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2005

AXA FINANCIAL, INC.*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

With respect to the recent speculations about the possibility of undoing the capital increase (and, consequently, the merger), under the argument that there had been an alleged breach by Oi of the terms originally agreed upon for the merger, Oi states that the changes that are being made are the result of events subsequent to the capital increase and that led Oi and PT SGPS to consensually renegotiate the terms of the merger. And specifically with respect to the sale of PT Portugal, there is no breach of the terms of the merger agreements, given that the sale is subject to the approval of the shareholders of PT SGPS. If the shareholders approve the sale, the consent will have been given; if they do not approve, there will be no sale. In both cases, there will be no breach of what has been agreed; there is only the possibility of the occurrence or not of a consensual alteration to the previously agreed-upon terms.

In addition, since the contribution of the assets of PT Portugal to Oi took place in the context of the capital increase of the Brazilian company and such capital increase was approved, the transaction has reached its legal conclusion. Brazilian law, which governs the transaction, does not cover a contractual breach (which does not exist, in this case) as the basis for the reversal of a finalized capital increase. PT SGPS, in accordance with the material fact disclosed to the CMVM, contracted legal analyses whose findings conclude and ratify Oi's understanding that the contribution is irreversible.

The referred to statements from Oi, which are only binding to itself and not PT SGPS, demonstrate that Oi would not cease to challenge a possible allegation of the contractual breach and/or act aiming at a *possible termination of the contracts* , inevitably creating a process of destruction of value for all parties involved.

3. Regarding the transfer of assets and debt as a result of the sale of PT PORTUGAL, it should be noted that this company is currently a subsidiary of Oi, and PT SGPS should not interfere in the relation between that company and its creditors. The protection of the securities holders shall result from the applicable law and the documents which regulate the issuing, as referred on the announcement disclosed by PT PORTUGAL on January 18, 2015. For more information, the announcement disclosed by PT Portugal, on January 18, 2015, should be addressed.

The Board of Directors of PT SGPS shall, on January 22, 2015, at 15h, on the General Meeting duly called, remain available to fulfill its fiduciary duties, hoping that it is finally allowed for the Shareholders to assess and decide whether they authorize or not the sale of PT PORTUGAL, in respect and under the scope of the principle of private autonomy.

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: January 21, 2015

PORTUGAL TELECOM, SGPS, S.A.

By: **/s/ Nuno Vieira**
Nuno Vieira
Investor Relations Director

FORWARD-LOOKING STATEMENTS

This document may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words anticipates, believes, estimates, expects, plans and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
