

OI S.A. - In Judicial Reorganization
Form SC 13G/A
February 14, 2019

**UNITED STATES
SECURITIES
AND
EXCHANGE
COMMISSION
Washington, D.C.
20549**

SCHEDULE 13G
(Rule 13d-102)

**Information
Statement
Pursuant to Rules
13d-1 and 13d-2
Under the
Securities
Exchange Act of
1934
(Amendment No.
1)***

Oi S.A.
(Name of Issuer)

American
Depositary Shares
(evidenced by
American
Depositary
Receipts), each
representing five
Common Shares
(Title of Class of
Securities)

670851104*
(CUSIP Number)

December 31, 2018
(Date of Event
Which Requires
Filing of the

Statement)

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

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 disclosures provided in a prior cover page.

The information required on 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).

* This CUSIP number applies to American Depositary Shares (evidenced by American Depositary Receipts), each representing five common shares, no par value, of the Issuer ("Common Shares").

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NAME OF REPORTING PERSON

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

1.

Citadel Advisors LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

103,883,620 Common Shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

7.

REPORTING **0**

PERSON 8. SHARED DISPOSITIVE POWER

WITH **See Row 6 above**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.
See Row 6 above

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10.
CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.
4.5%¹

TYPE OF REPORTING PERSON

12.
IA; OO; HC

The percentages reported in this Schedule 13G/A are based upon 2,295,116,317 common shares outstanding (consisting of (i) 2,294,931,874 common shares outstanding as of October 31, 2018 (according to the prospectus filed by the issuer with the Securities and Exchange Commission on November 13, 2018) and (ii) 184,443 common shares issuable upon certain warrants held by the reporting persons or their affiliates).

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NAME OF REPORTING PERSON

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

1.

Citadel Advisors Holdings LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

103,883,620 Common Shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

7.

REPORTING **0**

PERSON 8. SHARED DISPOSITIVE POWER

WITH **See Row 6 above**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9.
See Row 6 above

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.

4.5%

TYPE OF REPORTING PERSON
12.
PN; HC

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NAME OF REPORTING PERSON

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

1.

Citadel GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

103,883,620 Common Shares

OWNED BY

SOLE DISPOSITIVE POWER

7.

REPORTING **0**

PERSON 8. SHARED DISPOSITIVE POWER

WITH **See Row 6 above.**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9.
See Row 6 above.

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.

4.5%

TYPE OF REPORTING PERSON
12.
OO; HC

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NAME OF REPORTING PERSON

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

1.

Kenneth Griffin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

U.S. Citizen

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

104,503,393 Common Shares

OWNED BY

EACH

SOLE DISPOSITIVE POWER

7.

REPORTING **0**

PERSON 8. SHARED DISPOSITIVE POWER

WITH **See Row 6 above**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9.
See Row 6 above

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.

4.6%

TYPE OF REPORTING PERSON
12.
IN; HC

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Item 1(a)

Name of Issuer

Oi S.A.

Item 1(b)

Address of Issuer's Principal Executive Offices

Rua Humberto de Campos 425, 8th floor, Leblon

22430-190 Rio de Janeiro, RJ

Federative Republic of Brazil

Item 2(a)

Name of Person Filing

This Schedule 13G/A is being jointly filed by Citadel Advisors LLC ("Citadel Advisors"), Citadel Advisors Holdings LP ("CAH"), Citadel GP LLC ("CGP") and Mr. Kenneth Griffin (collectively with Citadel Advisors, CAH and CGP, the "Reporting Persons") with respect to Common Shares and American Depositary Receipts representing Common Shares (and options and warrants to purchase Common Shares and American Depositary Receipts) of the above-named issuer owned by Citadel Equity Fund Ltd., a Cayman Islands limited company ("CEFL"), and Citadel Securities LLC, a Delaware limited liability company ("Citadel Securities").

Citadel Advisors is the portfolio manager for CEFL. CAH is the sole member of Citadel Advisors. CGP is the general partner of CAH. CALC III LP, a Delaware limited partnership ("CALC3"), is the non-member manager of Citadel Securities. Citadel Securities GP LLC, a Delaware limited liability company ("CSGP"), is the general partner of CALC3. Mr. Griffin is the President and Chief Executive Officer of CGP, and owns a controlling interest in CGP and CSGP.

The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

Item 2(b)

Address of Principal Business Office

The address of the principal business office of each of the Reporting Persons is 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

Item 2(c) Citizenship

Each of Citadel Advisors and CGP is organized as a limited liability company under the laws of the State of Delaware. CAH is organized as a limited partnership under the laws of the State of Delaware. Mr. Griffin is a U.S. citizen.

Item 2(d) Title of Class of Securities

American Depositary Receipts representing Common Shares

Item 2(e) CUSIP Number

670851104

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Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

- (a) " Broker or dealer registered under Section 15 of the Exchange Act;
- (b) " Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

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Item 4 Ownership

A. Citadel Advisors LLC

(a) Citadel Advisors may be deemed to beneficially own 103,883,620 Common Shares.

(b) The number of shares that Citadel Advisors may be deemed to beneficially own constitutes approximately 4.5% of the Common Shares outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 103,883,620

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 103,883,620

B. Citadel Advisors Holdings LP and Citadel GP LLC

(a) Each of CAH and CGP may be deemed to beneficially own 103,883,620 Common Shares.

(b) The number of shares that each of CAH and CGP may be deemed to beneficially own constitutes approximately 4.5% of the Common Shares outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

- (ii) shared power to vote or to direct the vote: 103,883,620
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 103,883,620

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C. Kenneth Griffin

(a) Mr. Griffin may be deemed to beneficially own 104,503,393 Common Shares.

(b) The number of shares that Mr. Griffin may be deemed to beneficially own constitutes approximately 4.6% of the Common Shares outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 104,503,393

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 104,503,393

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 5 percent of the class of securities, check the following x.

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

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

See Item 2 above

Item 8 Identification and Classification of Members of the Group

Not Applicable

Item 9 Notice of Dissolution of Group

Not Applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

Dated this 14th day of February, 2019.

CITADEL ADVISORS LLC

By: /s/ David Glockner
David Glockner, Authorized Signatory

CITADEL ADVISORS HOLDINGS LP

By: /s/ David Glockner
David Glockner, Authorized Signatory

CITADEL GP LLC

By: /s/ David Glockner
David Glockner, Authorized Signatory

KENNETH GRIFFIN

By: /s/ David Glockner
David Glockner, attorney-in-fact*

David Glockner is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney *previously filed with the Securities and Exchange Commission, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Advisors LLC on Schedule 13G for Roku, Inc. on January 17, 2018.