

TELEFONICA BRASIL S.A.  
Form 6-K  
February 22, 2017

**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 February, 2017**

**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

**MINUTES OF THE 151<sup>st</sup> MEETING OF THE FISCAL BOARD OF TELEFÔNICA BRASIL S.A. HELD ON  
FEBRUARY 17, 2017**

**1. DATE, TIME AND PLACE:** On February 17, 2017, at 11:00 a.m., at the headquarters of Telefônica Brasil S.A. ("Company") located at Avenida Engenheiro Luiz Carlos Berrini, 1376, Cidade Monções neighborhood, in the City of São Paulo, State of São Paulo.

**2. CALL AND ATTENDANCE:** A call was made, and all members of the Fiscal Board of the Company ("Fiscal Board") were present, representing the necessary quorum. Were also present, the Director of Finance and Collection, Mr. Rodrigo Rossi Monari; the Director of Accounting, Mr. João Orlando Lima Carneiro; the Accountant of the Company, Mr. Carlos Cesar Mazur; the Director of Investor Relations, Mr. Luis Carlos da Costa Plaster; the Manager of Investor Relations, Ms. Maria Tereza Ali Pelicano; the Director of Corporate and Business Affairs, Mrs. Carolina Simões Cardoso, as Secretary of the Meeting, in addition to the representative of Ernst & Young Auditores Independentes, Mr. Ezequiel Rodríguez.

**3. EXPOSITIONS AND RESOLUTIONS:** Having examined and debated the matters on the Agenda, the members of the Fiscal Board who attended the Meeting deliberated as described below:

**(i) Financial Statements, together with the Independent Auditors' Report and the Annual Management Report related to the fiscal year ended December 31, 2016:** The Financial Statements for the fiscal year ended December 31, 2016 were analyzed by the Fiscal Board, as well as the Independent

Auditors' Report and the Annual Management Report, being provided the necessary clarifications by the Company's representatives e by the independent auditors, Ernst & Young Auditores Independentes. After analyzing the documents and information presented, the Fiscal Board members issued a favorable opinion to the documents, according to which consider such documents and informations are adequate and correct, issuing an opinion that will be filed at the Company's headquarters as Annex to these minutes.

**Minutes of the 151<sup>th</sup> Meeting of the Fiscal Board Pg. 1/3**

---

**TELEFÔNICA BRASIL S.A.**

Publicly-held Company

CNPJ/MF 02.558.157/0001-62 - NIRE 35.3.0015881-4

**(ii) Proposal for Capital Budget for the fiscal year ending December 31, 2017, including the Report on the Execution of the Capital Budget for 2016:** The Proposal for Capital Budget for the fiscal year ending December 31, 2017 and the Report on the Execution of the Capital Budget for 2016 were analyzed by the Fiscal Board, being provided the necessary clarifications. After the analysis, the Fiscal Board members issued a favorable opinion to the documents, according to which consider such documents adequate and correct, issuing an opinion that will be filed at the Company's headquarters as Annex to these minutes.

**(iii) Proposal for Income Allocation for the fiscal year ended December 31, 2016:** The Proposal for Income Allocation for the fiscal year ended December 31, 2016 was analyzed by the Fiscal Board, being provided the necessary clarifications. After the analysis, the Fiscal Board members issued a favorable opinion to the document, according to which consider such document adequate and correct, issuing an opinion that will be filed at the Company's headquarters as Annex to these minutes.

**4. CLOSING:** No further business to be discussed the meeting was closed and these minutes drawn up. São Paulo, February 17, 2017. (signatures) Flávio Stamm; Cremênio Medola Netto; Charles Edwards Allen; and Carolina Simões Cardoso – Secretary of the Meeting.

I hereby certify that this is a faithful copy of the minutes of the 151<sup>th</sup> meeting of the Fiscal Board of Telefônica Brasil S.A., held on February 17, 2017, which was drawn-up in the proper book.

**Carolina Simões Cardoso**

Secretary of the Meeting

**Minutes of the 151<sup>th</sup> Meeting of the Fiscal Board Pg. 2/3**

---

**ANNEX**

**FISCAL BOARD OPINION**

The members of the Fiscal Board of Telefônica Brasil S.A. ("Company"), in the exercise of their duties and legal responsibilities, as provided for in article 163 of the Brazilian Corporate Law, examined and analyzed the Company's Financial Statements, together with the Independent Auditors' Report and the Annual Management Report for the fiscal year ended December 31, 2016 ("Annual Financial Statements for 2016"), as well as the Proposal for Capital Budget for the fiscal year of 2017, including the Report on the Execution of the Capital Budget for 2016 and the Proposal for Income Allocation for the fiscal year of 2016 and, taking into account the information provided by the Board of Executive Officers of the Company and by Ernst & Young Auditores Independentes S.S., they are unanimously in favor of these documents, as they adequately reflect the Company's equity and financial positions in all material respects, and recommend the submission of such documents to the Company's Ordinary and Extraordinary Shareholders' Meeting, pursuant to the Brazilian Corporate Law.

São Paulo, February 17, 2017.

**Flavio Stamm**

Fiscal Board Member (effective)

**Cremênio Medola Netto**

Fiscal Board Member (effective)

**Charles Edwards Allen**

Fiscal Board Member (effective)





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: February 21, 2017

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

---