

TELEFONICA BRASIL S.A.  
Form 6-K  
February 13, 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**  

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**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)**  

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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

☒ X

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

☒ X

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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 311<sup>st</sup> MEETING OF THE BOARD OF DIRECTORS OF TELEFÔNICA BRASIL S.A.

**1. DATE, TIME AND PLACE:** February 13, 2017, at 11 a.m., at Telefônica Brasil S.A. (“Company”) headquarters, located at Av. Eng. Luiz Carlos Berrini, 1376, Cidade Monções, capital of the State of São Paulo.

**2. CALL NOTICE AND ATTENDANCE:** The call notice was issued in accordance with the Company's Bylaws. The members of the Company's Board of Directors who subscribe to these minutes attended the Meeting, representing the necessary quorum under the terms of the Bylaws.

**3. PRESIDING BOARD:** Eduardo Navarro de Carvalho, Chairman of the Board of Directors and Breno Rodrigo Pacheco de Oliveira, Secretary of the Board of Directors.

### 4. RESOLUTIONS:

**4.1. DISTRIBUTION OF INTEREST ON OWN CAPITAL OF THE COMPANY:** The Board of Directors

approved, by unanimous decision, the proposal of distribution of Interest on Own Capital to the Company's shareholders, in the gross amount of R\$180,000,000.00 (one hundred and eighty million reais), equivalent to a value of R\$0.09996509791 per common share and R\$0.10996160770 per preferred share, corresponding to a net value, after deducting the Withholding Income tax, of R\$153,000,000.00 (one hundred and fifty-three million reais), equivalent to a net value of R\$0.08497033323 per common share and R\$0.09346736655 per preferred share, based on the net profit accounted in the balance sheet of January 31, 2017, which are imputed to the minimum mandatory dividend of the fiscal year 2017 *ad referendum* of the General Shareholders Meeting. The payment of such Interest on Own Capital will be carried out before the end of 2018, in a date to be defined by the Company's Board. The Interest on Own Capital shall be credited individually to shareholders, in accordance to the shareholder registry book position by the end of February 24, 2017. After this date, the shares will be considered "ex-Interest on Own Capital".

Since there was no other business to be transacted, the meeting was closed and these minutes were drawn-up by the Secretary of the Board of Directors, which were approved and signed by the Directors present to the meeting, being following transcribed in the proper book. (aa) Eduardo Navarro de Carvalho – Chairman of the Board of Directors; Antonio Carlos Valente da Silva; Antonio Gonçalves de Oliveira; Francisco Javier de Paz Mancho; Luis Francisco Javier Bastida Ibargüen; Narcís Serra

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Publicly-held Company

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

## **MINUTES OF THE 311<sup>st</sup> MEETING OF THE BOARD OF DIRECTORS OF**

# **TELEFÔNICA BRASIL S.A.**

Serra; Ramiro Sánchez de Lerín Garcia-Ovies; Sonia Julia Sulzbeck Villalobos; Ángel Vilá Boix; Luiz Fernando Furlan, Roberto Oliveira de Lima and José María Del Rey Osorio. Secretary of the Board of Directors: Breno Rodrigo Pacheco de Oliveira.

I hereby certify that this is a faithful copy of the minutes of the 311<sup>st</sup> meeting of the Board of Directors of Telefônica Brasil S.A., held on February 13, 2017, which was drawn-up in the proper book.

**Breno Rodrigo Pacheco de Oliveira**

Secretary of the Board of Directors

**Continuation of Minutes of the 311<sup>st</sup> MBD of 02.13.17 Page 2/2**

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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 13, 2017

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

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