

TELECOM ARGENTINA SA  
Form F-4/A  
October 10, 2017  
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As filed with the U.S. Securities and Exchange Commission on October 10, 2017.

Registration Statement No. 333-218046

# U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Amendment No. 2

to

## FORM F-4

REGISTRATION STATEMENT

Under

the Securities Act of 1933

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## TELECOM ARGENTINA S.A.

(Exact Name of Registrant as Specified in its Charter)

Telecom Argentina S.A.

(Translation of Registrant's Name into English)

**Argentina**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**4813**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Alicia Moreau de Justo, No. 50**  
**C1107AAB, City of Buenos Aires**

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**Argentina**

**Telephone: (54-11) 4968-4000**

(Address and telephone number of Registrant's principal executive offices)

**Puglisi & Associates**

**850 Library Avenue, Suite 204**

**Newark, Delaware 19711**

**Telephone: (302) 738-6680**

(Name, Address, and Telephone Number of Agent for Service)

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Copies to:

**Adam J. Brenneman, Esq.**

**Emilio Minvielle, Esq.**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, New York 10006**

**(212) 225-2000**

Approximate date of commencement of proposed sale to the public: **As soon as practicable after the effective date of this registration statement.**

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o  
(Do not check if a smaller reporting company)

Smaller reporting company  o  
Emerging growth company  o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  o

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount of Securities to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(3)</b>
Class B Ordinary Shares, nominal value Ps.1.00 per share, of Telecom Argentina S.A.(4)	197,871,855	Not applicable	U.S.\$813,455,706	U.S.\$94,279.52

(1) Represents the maximum number of Class B Ordinary Shares, nominal value Ps.1.00 per share, of Telecom Argentina S.A. that will be distributed by Nortel Inversora S.A. in connection with the reorganization contemplated herein in exchange for outstanding shares of Series B Preferred Shares, nominal value Ps.10.00 per share, of Nortel Inversora S.A.

(2) Estimated solely for the purpose of calculating the registration fee computed pursuant to Rule 457(f)(1), the proposed maximum aggregate offering price is equal to the product of (x) U.S.\$ 27.66, the average of the high and low market prices of the American Depositary Shares ( ADSs ) representing rights to Series B Preferred Shares of Nortel Inversora S.A. as of May 10, 2017 and (y) 29,409,100, the total number of ADSs representing rights to Series B Preferred Shares of Nortel Inversora S.A. eligible to be exchanged in the reorganization (as of May 10, 2017).

(3) Computed in accordance with Rule 457(f) under the Securities Act as the proposed maximum offering price of U.S.\$ 813,455,706 *multiplied by* 0.0001159.

(4) ADSs representing rights to Class B Ordinary Shares of Telecom Argentina S.A. registered hereby are registered pursuant to a separate registration statement on Form F-6 (File No. 333-201061).

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective time until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission, in which this prospectus is included, is declared effective. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale of these securities is not permitted. The Reorganization contemplated herein has not yet been authorized by the Argentine National Securities Commission.**

**SUBJECT TO COMPLETION, DATED OCTOBER 10, 2017**

**NORTEL INVERSORA S.A.**

**REORGANIZATION PROPOSED YOUR VOTE IS VERY IMPORTANT**

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**To the Shareholders of Series B Preferred Shares and American Depositary Share ( ADS ) Holders of Nortel Inversora S.A.:**

This document sets forth information that is relevant for holders of Series B Preferred Shares, par value of Ps.10.00 per share (the Nortel Preferred Shares ) of Nortel Inversora S.A. (Nortel ) who are cordially invited to attend the special meeting of holders of Nortel Preferred Shares scheduled to be held on November 10, 2017 (subject to adjournment in accordance with Nortel's bylaws), at Alicia Moreau de Justo 50, Buenos Aires (such meeting, the Nortel Preferred Special Meeting ). At the Nortel Preferred Special Meeting, you will be asked to approve (1) the absorption of Nortel by Telecom Argentina S.A., a company organized under the laws of the Republic of Argentina and controlled by Nortel (Telecom ) (such transaction, the Nortel Reorganization ), (2) the loss of preferential rights of the Nortel Preferred Shares in connection with the Nortel Reorganization and (3) the deletion of Section 9 from the terms of issuance governing the Nortel Preferred Shares, as described herein.

Concurrently with the Nortel Reorganization, Telecom has also agreed to absorb Sofora Telecomunicaciones S.A., a company organized under the laws of the Republic of Argentina and the parent company of Nortel (Sofora ) and Telecom Personal S. A., a company organized under the laws of the Republic of Argentina and 100% owned by Telecom Argentina S.A. (Personal, and together with Nortel and Sofora, the Absorbed Companies, and together with Telecom, the Participating Companies ), such that Telecom continues as the surviving company still to be known as Telecom Argentina S.A. (such reorganization, the Reorganization ).

Under the preliminary reorganization agreement (*Compromiso Previo de Fusión*, or the Preliminary Reorganization Agreement ), dated March 31, 2017, Nortel has, subject to the approval by holders at the Nortel Preferred Special Meeting and to certain other conditions described herein, including approval by the holders of common stock of Nortel and receipt of certain regulatory approvals, agreed to (i) the dissolution of Nortel, (ii) the conversion of up to 161,039,447 Telecom Class A Ordinary Shares, par value Ps.1.00 (Telecom Class A Shares ), held by Nortel into Telecom Class B Ordinary Shares, par value Ps.1.00 and entitled to one vote per share (Telecom Class B Shares ) at a 1:1 ratio, (iii) the distribution by Nortel of its Telecom Class B Shares (including Telecom Class B Shares issued upon conversion of Telecom Class A Shares), to holders of Nortel Preferred Shares, at a rate of 134.565053 Telecom Class B Shares for each Nortel Preferred Share (such rate, the Preferred B Share Distribution Ratio ) (or 1.34565053 ADSs of Telecom, each representing the rights to five Telecom Class B Shares (each, a Telecom ADS ), for each ADS of Nortel, each representing the rights to 1/20th of a Nortel Preferred Share, (each, a Nortel ADS ); such rate, the ADS ).

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Distribution Ratio ), (iv) the distribution by Nortel of its remaining 340,994,852 Telecom Class A Shares to the holders of the common stock of Sofora, at a rate of 1.14046108 Telecom Class A Shares for each common share of Sofora ( Sofora Common Shares ) (the Ordinary Distribution Ratio ) and (v) the cancellation of all issued Nortel Preferred Shares, Nortel ADSs and shares of Nortel s common stock, par value Ps.10.00 ( Nortel Common Shares, and together with the Nortel Preferred Shares, Nortel Shares ). For further information on the terms and conditions of the Reorganization, see The Reorganization in this prospectus.

Nortel Preferred Shares generally do not have voting rights. However, in the case of the Nortel Reorganization, (i) the Nortel Reorganization must be approved by holders representing at least two-thirds of the outstanding Nortel Preferred Shares in accordance with Section 9(i) of the terms of issuance of the Nortel Preferred Shares, and (ii) holders representing more than 50% of the Nortel Preferred Shares present at the Nortel Preferred Special Meeting must approve the loss of preferential rights of the Nortel Preferred Shares. The Nortel Preferred Shares will lose their preferential rights because the holders of Nortel Preferred Shares will receive Telecom Class B Shares with voting rights but no economic preferential rights as a result of the Nortel Reorganization. In addition,

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holders representing at least two-thirds of the outstanding Nortel Preferred Shares are required to approve the deletion of Section 9 from the terms of issuance of the Nortel Preferred Shares.

As of the date of this prospectus, Nortel owns 36,832,408 Telecom Class B Shares and 502,034,299 Class A Ordinary Shares, par value Ps.1.00, of Telecom ( Telecom Class A Shares and together with Telecom Class B Shares and the Telecom ADSs, Telecom Securities ). Based on the number of Nortel Preferred Shares issued and outstanding on the date hereof, Nortel expects that (i) holders of Nortel Preferred Shares and the Nortel ADSs will receive a total of 197,871,855 Telecom Class B Shares (directly or in the form of Telecom ADSs), representing approximately 20.42% of the total outstanding capital stock of Telecom and (ii) holders of the common stock of Sofora will receive Nortel's remaining 340,994,852 Telecom Class A Shares, representing approximately 35.18% of the total outstanding capital stock of Telecom. As a result of the Reorganization, all Nortel Shares and Nortel ADSs (together, Nortel Securities ) will be cancelled.

All Telecom Class B Shares outstanding at the effective time of the Reorganization will remain outstanding following effectiveness of the Reorganization. No additional distribution or consideration in cash or in kind will be made or paid by Nortel or Telecom to the shareholders of Nortel in connection with the Reorganization or Nortel's distribution of Telecom Class B Shares (other than as a result of the conversion of Telecom Class A Shares into Telecom Class B Shares).

The Telecom Class B Shares and the Nortel Preferred Shares are listed on Bolsas y Mercados Argentinos S.A., or BYMA, the successor entity to Mercado de Valores de Buenos Aires S.A. or MERVAL. The Nortel ADSs and the Telecom ADSs are listed on the New York Stock Exchange ( NYSE ) under the symbol NTL and TEO, respectively, and in addition, Nortel ADSs are listed on the Luxembourg Stock Exchange.

The Participating Companies currently expect that the Reorganization will become effective as of the date (the Reorganization Effectiveness Date ) on which each of the following conditions will have been satisfied: (i) approval of the Reorganization on the terms and conditions set forth in the Preliminary Reorganization Agreement by the shareholders of the Participating Companies at each of their respective general shareholders meetings in the case of Telecom, Personal, Nortel and Sofora, (ii) approval of the Reorganization on the terms and conditions set forth in the Preliminary Reorganization Agreement by the shareholders at the Nortel Preferred Special Meeting and the special meeting of holders of Nortel Common Shares (the Nortel Common Special Meeting ) in the case of Nortel, (iii) Telecom has prepared its technical and operational systems with the capacity to absorb the operations of Personal, Nortel and Sofora, (iv) the execution of a definitive reorganization agreement (the Final Reorganization Agreement ), as required under Argentine law; (v) the receipt of the authorization from ENACOM (*Ente Nacional de Comunicaciones*) in connection with the amortization of Sofora Common Shares representing 15.0% of Sofora's outstanding capital stock (the ENACOM Amortization Authorization ); (vi) the receipt of the authorization from ENACOM to dissolve Nortel and to convert Telecom Class A Shares into Telecom Class B shares for distribution to the holders of Nortel Preferred Shares (the ENACOM Nortel Authorization ); (vii) the receipt of the authorization from ENACOM for the transfer of all telecommunications licenses held by Personal, and required for the use of wireless spectrum in Personal's operations, from Personal to Telecom (the ENACOM Licenses Authorization, and, together with the ENACOM Amortization Authorization and the ENACOM Nortel Authorization, the ENACOM Authorizations ) and (viii) the amortization in full of 140,704,640 Sofora Common Shares, representing 32.0% of Sofora's outstanding capital stock (see The Reorganization Effects of the Reorganization Sofora's Bono de Goce in this prospectus). In addition, the Participating Companies currently expect that the Reorganization will be completed as of the date (the Reorganization Completion Date ) on which each of the following corporate and administrative procedures is satisfied: (i) the receipt of an administrative consent (*conformidad administrativa*) from the Argentine National Securities Commission (*Comisión Nacional de Valores*, or the CNV ) with respect to the Reorganization, (ii) the registration of the Final Reorganization Agreement with the Public Registry of Commerce of the City of Buenos Aires (*Inspección General de Justicia*) and (iii) any other authorizations that may be necessary from any other governmental or regulatory entities to consummate the Reorganization. As of the date of this prospectus, conditions (i), (v) and (viii) have been fully satisfied. See The Reorganization Conditions to the Effectiveness of the Reorganization.

The Board of Directors of Nortel has carefully reviewed and considered the terms and conditions of the Preliminary Reorganization Agreement. **The Board of Directors of Nortel has recommended that the holders of Nortel Securities vote FOR the Reorganization as contemplated by the Preliminary Reorganization Agreement.**

This prospectus contains information regarding a preliminary agreement that was announced on June 30, 2017 to merge Telecom and Cablevisión S.A. ( Cablevisión ), a company organized and existing under the laws of Argentina (such transaction, the Merger ). **We are not asking you to vote on this proposed merger, and you were not eligible to vote at Telecom s general ordinary and extraordinary shareholders meeting in connection with such transaction, which has already been approved at such meeting held on August 31, 2017. For further information, see the section entitled The Merger.**

The accompanying disclosure documents (including the Preliminary Reorganization Agreement, incorporated by reference to this prospectus) contain detailed information about the Reorganization. **This is not a proxy**

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**statement. We are not asking you for a proxy and you are not requested to send us a proxy. If you are a holder of Nortel ADSs, you will be contacted by the depositary for your ADSs with further instructions on how you can instruct such depositary to vote the shares underlying your ADSs. We encourage Nortel shareholders to read this prospectus carefully before voting, including the section entitled Risk Factors beginning on page 29.**

By the order of the Nortel Board of Directors,

/s/Baruki Luis Alberto González  
Baruki Luis Alberto González

*Chairman of the Board of Directors*

**Neither the U.S. Securities and Exchange Commission (the SEC ) nor any state securities commission has approved or disapproved of the securities to be distributed under this prospectus or determined if this prospectus is accurate or adequate. Any representation to the contrary is a criminal offense. Telecom Class B Shares to be distributed as a result of the Reorganization may not be delivered and sold unless and until the Reorganization Effectiveness Date occurs and the deposit of the relevant Telecom Class B Shares is made to each of the corresponding accounts. The Argentine reorganization prospectus is in a different format than this prospectus in accordance with CNV regulations.**

This prospectus is dated October 10, 2017 and is first being mailed to Nortel shareholders on or about October 10, 2017.

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In this prospectus, unless the context otherwise requires, we use the terms we, us, our and the Company to refer to Nortel.

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**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Certain information included in this prospectus contains information that is forward-looking, including, but not limited to:

- our expectations for our and Telecom's future performance, revenues, income, earnings per share, dividends, liquidity and capital structure;
- the synergies expected from the Reorganization and the Merger;
- the implementation of our and Telecom's business strategy;
- the effects of operating in a competitive environment;
- industry conditions;
- regulatory and legal developments; and
- other factors identified or discussed under Item 3. Key Information. Risk Factors in the Telecom 2016 Form 20-F and in the Nortel 2016 Form 20-F (as defined below).

This prospectus contains certain forward-looking statements and information relating to us and Telecom that are based on current expectations, estimates and projections of Telecom's and Nortel's management and information currently available to Telecom. These statements include, but are not limited to, statements made in any reports on Form 6-K or annual reports on Form 20-F that may be incorporated in this prospectus by reference or a prospectus supplement. In each of the 2016 Nortel Form 20-F and the 2016 Telecom Form 20-F, these statements include, but are not limited to, statements made in Item 3 Key Information Risk Factors, Item 5 Operating and Financial Review and Prospects under the captions Critical Accounting Policies and Trend Information, Item 8 Financial Information Legal Proceedings and other statements about Nortel and Telecom's strategies, plans, objectives, expectations, intentions, capital expenditures and assumptions and other statements contained that are not historical facts. When used in this document, the words anticipate, believe, estimate, expect, intend, plan, project, will, may and other similar expressions are generally intended to identify forward-looking statements.

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These statements reflect the current views of the management of Telecom and Nortel with respect to future events. They are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. In addition, certain forward-looking statements are based upon assumptions as to future events that may not prove to be accurate.

Many factors could cause actual results, performance or achievements of Telecom to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. These factors include, among others:

- our and Telecom's ability to successfully implement our and Telecom's business strategy;
- the challenges in integrating the operations of the Absorbed Companies, Cablevisión and Telecom;
- the possibility that the Reorganization or the Merger does not close when expected or at all because of the required regulatory or other approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all;
- the integration of Personal's and Cablevisión's business and operations with those of Telecom may take longer than anticipated, may be more costly than anticipated and may have unanticipated adverse results relating to Personal's, Cablevisión's or Telecom's existing business;
- potential litigation relating to the Reorganization or the Merger;
- Telecom's ability to introduce new products and services that enable business growth;
- uncertainties relating to political and economic conditions in Argentina and Paraguay and, if the Merger is completed, Uruguay;
- inflation, the devaluation of the peso and of the Guaraní and exchange rate risks in Argentina and Paraguay, and if the Merger is completed, the devaluation of the Uruguayan Peso and exchange risks in Uruguay;
- restrictions on the ability to exchange pesos into foreign currencies and transfer funds abroad;



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- the way the Argentine government regulates Law No. 27,078, the Argentina Digital Law or LAD, as amended by Decree No. 267/15, Decree No. 1340/16, as well as the impact of the announced new project, the Telecommunications Law, which has not yet been sent to Congress;
- the creditworthiness of Telecom's actual or potential customers;
- nationalization, expropriation and/or increased government intervention in companies;
- technological changes;
- the impact of legal, corporate or regulatory matters, changes in the interpretation of current or future regulations or reform and changes in the legal or regulatory environment in which we and Telecom operate; and
- the effects of increased competition.

Many of these factors are macroeconomic and regulatory in nature and therefore beyond the control of Telecom's management. Should one or more of these risks or uncertainties materialize, or underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected, intended, planned or projected. The Company does not intend and does not assume any obligation to update the forward-looking statements contained in this prospectus.

These forward-looking statements are based upon a number of assumptions and other important factors that could cause our and Telecom's actual results, performance or achievements to differ materially from our and Telecom's future results, performance or achievements expressed or implied by such forward-looking statements. Readers are encouraged to consult any report on Form 6-K or the annual reports on Form 20-F of Nortel and Telecom that may be incorporated in this prospectus by reference or a prospectus supplement.

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**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

This prospectus incorporates important business and financial information about us and Telecom that is not included in or delivered with the prospectus. The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and certain later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents:

- Telecom's annual report on Form 20-F for the year ended December 31, 2016, filed with the SEC on April 26, 2017 (SEC File No. 001-13464), which we refer to as the Telecom 2016 Form 20-F ;
- any of Telecom's future annual reports on Form 20-F filed with the SEC after the date of this prospectus and prior to the consummation of the Reorganization;
- Telecom's report on Form 6-K containing (i) a discussion of its results of operations, liquidity and capital resources as of June 30, 2017 and for the six-month periods ended June 30, 2017 and 2016 and (ii) its unaudited condensed consolidated financial statements as of June 30, 2017 and for the six-month periods ended June 30, 2017 and 2016 (the Telecom Unaudited Financial Statements ), furnished to the SEC on September 11, 2017;
- any of Telecom's future reports on Form 6-K furnished to the SEC after the date of this prospectus and prior to the consummation of the Reorganization that are identified in such reports as being incorporated by reference in this prospectus;
- our annual report on Form 20-F for the year ended December 31, 2016, filed with the SEC on April 26, 2017 (SEC File No. 001-14270), which we refer to as the Nortel 2016 Form 20-F ;
- any of our future annual reports on Form 20-F filed with the SEC after the date of this prospectus and prior to the consummation of the Reorganization;
- our report on Form 6-K containing our unaudited condensed consolidated financial statements as of June 30, 2017 and for the six-month periods ended June 30, 2017 and 2016, furnished to the SEC on September 11, 2017 (the Nortel Unaudited Financial Statements );

- our report on Form 6-K containing (i) supplementary information prepared by Cablevisión relating to its business and the industries in which it operates (the Cablevisión Supplementary Information ); (ii) Cablevisión's consolidated condensed interim financial statements as of June 30, 2017 and for the six-month periods ended June 30, 2017 and 2016 (the Cablevisión Unaudited Financial Statements ); (iii) Cablevisión's consolidated financial statements as of December 31, 2016 and 2015 and for the years ended December 31, 2016, 2015 and 2014 (the Cablevisión Audited Financial Statements ) and (iv) Telecom's unaudited pro forma consolidated statement of financial position as of June 30, 2017 and Telecom's unaudited pro forma consolidated statement of income for the six-month period ended June 30, 2017 and for the year ended December 31, 2016, in each case giving effect to the Merger (together, Telecom's Unaudited Pro Forma Consolidated Financial Information ), furnished to the SEC on September 11, 2017 (such report, the Merger 6-K );
- any of our future reports on Form 6-K furnished to the SEC after the date of this prospectus and prior to the consummation of the Reorganization that are identified in such reports as being incorporated by reference in this prospectus.

Any statement contained in the Telecom 2016 Form 20-F and the Nortel 2016 Form 20-F shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

This prospectus incorporates by reference important business and financial information about Telecom and Nortel that is contained in their respective filings with the SEC but that is not included in, or delivered with, this prospectus. This information is available on the SEC's website at [www.sec.gov](http://www.sec.gov) and from other sources. You may request a copy of any and all of the information that has been incorporated by reference in this prospectus and that has not been delivered with this prospectus, at no cost, by writing or telephoning Telecom at Alicia Moreau de Justo 50, City of Buenos Aires, Argentina (C1107AAB), Attention: Solange Barthe Dennin, telephone + (54-11) 4968-3628 and Nortel at Alicia Moreau de Justo 50, City of Buenos Aires, Argentina (C1107AAB), Attention: Maria Blanco Salgado, telephone + (5411) 4968-3631.

**In order for you to receive timely delivery of the documents in advance of the Nortel Preferred Special Meeting, Nortel should receive your request no later than five business days prior to the Nortel Preferred Special Meeting.**

Neither Nortel nor Telecom has authorized anyone to give any information or make any representation about the Reorganization or their companies that is different from, or in addition to, that contained in this prospectus or in any of the materials that have been incorporated by reference into this prospectus. Therefore, if anyone does give you information of this sort, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this prospectus or the solicitation of proxies pursuant to this prospectus is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this prospectus does not extend to you. The information contained in this prospectus is accurate only as of the date of this prospectus unless the information specifically indicates that another date applies.





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**WHERE YOU CAN FIND MORE INFORMATION**

This prospectus is part of a registration statement, including exhibits, of the Telecom Class B Shares that has been filed with the SEC on Form F-4 under the Securities Act. This prospectus does not contain all of the information set forth in the registration statement. Statements made in this prospectus as to the contents of any contract, agreement or other document are not necessarily complete. Certain of these documents have been filed as exhibits to Telecom's registration statement, and we refer you to those documents. Each statement in this prospectus relating to a document filed as an exhibit is qualified in all respects by the filed exhibit.

Telecom is a foreign private issuer as defined under Rule 405 of the Securities Act. As a result, although Telecom is subject to the informational requirements of the U.S. Securities Act of 1933, as amended (the Exchange Act) as a foreign private issuer, Telecom is exempt from certain informational requirements of the Exchange Act which domestic issuers are subject to, including the proxy rules under Section 14 of the Exchange Act, the insider reporting and short-profit provisions under Section 16 of the Exchange Act and the requirement to file current reports on Form 8-K upon the occurrence of certain material events. Telecom is also subject to the informational requirements of the BYMA and the CNV. You are invited to read and copy reports, statements or other information, other than confidential filings, that Telecom has filed with the BYMA and the CNV. Telecom's public filings with the CNV are electronically available from the CNV's Internet site at [www.cnv.gob.ar](http://www.cnv.gob.ar). Information contained on this website is not part of this prospectus or any accompanying prospectus supplement.

Telecom files or furnishes reports, including annual reports on Form 20-F and reports on Form 6-K, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Any filings Telecom makes electronically will be available to the public over the Internet at the SEC's website at [www.sec.gov](http://www.sec.gov). You may also inspect the information that Telecom files with the SEC at the New York Stock Exchange, Inc., at 11 Wall Street, New York, New York 10005. You may also access the SEC filings and obtain other information about Telecom through the website it maintains, which is [www.telecom.com.ar](http://www.telecom.com.ar). The information contained in that website is not incorporated by reference into this prospectus.

**ABOUT THIS DOCUMENT**

This prospectus, which forms part of a registration statement on Form F-4 (the Reorganization Form F-4) filed with the SEC by Telecom (File No. 333-218046), constitutes a prospectus of Telecom under Section 5 of the Securities Act with respect to the Telecom Class B Shares to be distributed to holders of Nortel Preferred Shares as contemplated under the Preliminary Reorganization Agreement.

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From April 1, 1991 until the end of 2001, the Convertibility Law established a fixed exchange rate under which the Central Bank of Argentina (*Banco Central de la República Argentina*, or the Central Bank ) was obliged to sell U.S. Dollars at a fixed rate of one Peso per U.S. Dollar (the Convertibility Regime ). On January 6, 2002, the Argentine Congress enacted the Public Emergency Law No. 25,561 (the Public Emergency Law ), formally putting an end to the Convertibility Regime and abandoning over ten years of U.S. Dollar-Peso parity. The Public Emergency Law grants the Executive Branch of the Argentine government the power to set the exchange rate between the Peso and foreign currencies and to issue regulations related to the foreign exchange market. The Public Emergency Law has been extended until December 31, 2017. For a brief period following the end of the Convertibility Regime, the Public Emergency Law established a temporary dual exchange rate system. Since February 2002, the Peso has been allowed to float freely against other currencies, although the government has the power to intervene by buying and selling foreign currency for its own account, a practice in which it may engage on a regular basis.

After several years of moderate variations in the nominal exchange rate, the Peso lost more than 30% of its value with respect to the U.S. Dollar in each of 2013 and 2014, and in 2015, the Peso lost approximately 52% of its value with respect to the U.S. Dollar, including a depreciation of approximately 34% mainly experienced after December 17, 2015 following the announcement of the lifting of a significant portion of exchange restrictions. During 2016, the nominal exchange rate experienced moderate variations. This was followed by a depreciation of the Peso with respect to the U.S. Dollar of approximately 9.79% from January 1, 2017 through October 6, 2017. There can be no assurance that the Argentine Peso will not depreciate or appreciate again in the future.

The following table sets forth the high, low, average and period-end exchange rates for the periods indicated, expressed in pesos per U.S. dollar and not adjusted for inflation. There can be no assurance that the peso will not depreciate or appreciate again in the future. The Federal Reserve Bank of New York does not report a noon buying rate for pesos.

Period	Exchange Rates (in pesos per U.S. dollar)			Period End(1)
	High(1)	Low(1)	Average(1)(2)	
2012	4.92	4.30	4.55	4.92
2013	6.52	4.98	5.55	6.52
2014	8.55	7.87	8.23	8.55
2015	13.04	8.64	9.45	13.04
2016	15.89	13.96	14.99	15.89
2017:				
April	15.49	15.19	15.36	15.40
May	16.19	15.29	15.72	16.10
June	16.63	15.88	16.12	16.63
July	16.80	17.79	17.19	17.64
August	17.72	17.07	17.42	17.31
September	17.58	16.98	17.24	17.31
October (through October 6)	17.45	17.36	17.41	17.45

(1) Reference exchange rate (ask price) published by the National Bank of Argentina (*Banco de la Nación Argentina*, or Banco Nación ).

(2) Yearly data reflect average of month end rates; monthly data reflect average of daily rates.



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Fluctuations in the exchange rate between the peso and the U.S. dollar affect the U.S. dollar equivalent of the peso price of the Telecom Class B Shares and the Nortel Preferred Shares on the BYMA and may also indirectly affect the market price of the Telecom ADSs and the Nortel ADSs.

This prospectus contains translations of various peso amounts into U.S. dollars at specified rates solely for your convenience. You should not construe these translations as representations by us that the nominal peso or constant peso amounts actually represent the U.S. dollar amounts or could be converted into U.S. dollars at the rate indicated.

References herein to pesos or Ps. are to Argentine pesos, and references to U.S. dollars or U.S.\$ are to United States dollars.

For purposes of the exchange, a business day means any day on which the principal offices of the SEC are open to accept filings and consists of the time period from 12:01 a.m. through 12:00 midnight, New York City time.

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**EXCHANGE CONTROLS**

In January 2002, with the approval of the Public Emergency Law, Argentina declared a public emergency situation in its social, economic, administrative, financial and foreign exchange matters and authorized the Argentine Executive Branch to establish a system to determine the foreign exchange rate between the peso and foreign currencies and to issue foreign exchange-related rules and regulations. Within this context, on February 8, 2002, through Decree No. 260/2002, the Argentine Executive Branch established (i) a single and free-floating foreign exchange market through which all foreign exchange transactions in foreign currency must be conducted and (ii) that foreign exchange transactions in foreign currency must be conducted at the foreign exchange rate to be freely agreed upon among contracting parties, subject to the requirements and regulations imposed by the Central Bank.

The following is a description of the main aspects of Central Bank regulations concerning outflows of funds from Argentina.

**Outflow of Capital**

*Payment of Profits (Earnings and Dividends)*

No limitations are imposed to access the foreign exchange market to pay earnings and dividends. Access to the foreign exchange market for this purpose requires the presentation of an affidavit declaring compliance with the reporting regimes established by Communication A 3602 (dated May 7, 2002, as amended and supplemented) and Communication A 4237 (dated November 10, 2004, as amended and supplemented), as applicable.

Notwithstanding the above, as of December 31, 2016, pursuant to General Resolution No. 3,417/12, as amended, of the Argentine federal tax authority (*Administración Federal de Ingresos Públicos*, or AFIP), Argentine residents who accessed the foreign exchange market to pay dividends and interests abroad (among other items), were obliged to previously inform in advance the payment of interests through the AFIP's website and obtain an Advanced Sworn Statement of Payments made Abroad (*Declaración Jurada de Pagos al Exterior*). However, on March 6, 2017, this resolution was abrogated by General Resolution AFIP 4008/17.

Non-residents have access to the foreign exchange market for payment of, among others, services, earnings and current transfers collected in Argentina according to the specific regulations that apply to non-residents to access the foreign exchange market.

**Other Regulations**

*Transactions by non-residents*

In December 2015, the Argentine government implemented a series of measures to deregulate and implement more flexible rules regarding foreign exchange controls. Communications A 5850, A 5861, A 5899, A 6037, A 6058, A 6067, A 6137, A 6150, A 6174, A in each case as amended, were implemented along with certain other reforms and collectively referred hereto as the New Regulations. The New Regulations sets forth the regulations applicable to access to the foreign exchange market by non-residents.

In this respect, financial entities can grant access to the foreign exchange market to non-residents. For this purpose, financial entities must require the taxing identification number of the non-resident client (or passport number for individuals) or the taxing identification number of the argentine resident who acts as a representative of the non-resident person, in this case, the representative must in addition inform to the financial entity the complete identification information of the non-resident.

Before accessing the foreign exchange market, the intervening authority must ensure that the requirements established by the regulations are complied with.

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***Report of issuances of securities and other foreign indebtedness of the private financial and non-financial sector***

Pursuant to Communication A 3602, as amended, all individuals and legal entities in the private financial and non-financial sector must report their outstanding foreign indebtedness (whether peso or foreign currency-denominated) at the end of each quarter. The debts incurred and repaid within the same calendar quarter need not be reported.

***Direct Investment Reports***

Communication A 4237 established reporting requirements in connection with direct investments made by local residents abroad and by non-residents in Argentina, which is still in force as of the date of this prospectus. Direct investments are defined as those that reflect the long-standing interest of a resident in one economy (direct investor) in another economy's resident entity, such as an ownership interest representing at least 10% of a company's capital stock or voting rights. The reporting requirements prescribed by this Communication A 4237 are to be met on a biannual basis.

Notwithstanding the above, there can be no assurance that the Central Bank will not require again its prior authorization for, or restrict in some other way, the transfer of funds abroad for principal and/or interest payments by Telecom to its foreign creditors or for dividend payments by Telecom to its foreign shareholders.

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**QUESTIONS AND ANSWERS ABOUT THE REORGANIZATION, THE MERGER AND THE NORTEL PREFERRED SPECIAL MEETING**

*The following are some questions that you may have regarding the proposed Reorganization and the other matters being considered at the Nortel Preferred Special Meeting and brief answers to those questions. We urge you to read the remainder of this prospectus carefully, including, without limitation, the Preliminary Reorganization Agreement, a copy of which is incorporated by reference to this prospectus, because the information in this section does not provide all the information that might be important to you with respect to the proposed Reorganization. Additional important information is also contained in the documents incorporated by reference in this prospectus.*

**Q: What are the reasons for the Reorganization?**

**A:** The Reorganization is expected to allow the Participating Companies to (i) simplify and consolidate the corporate structure of the Participating Companies; (ii) simplify and consolidate the management of the Participating Companies into only one Board of Directors and group of managers and officers so as to achieve a more integrated and efficient decision-making process; (iii) consolidate and integrate the operational structure and the human resources of the Participating Companies; (iv) incorporate operational synergies and improvements; (v) improve the liquidity of the Telecom Class B Shares in the capital markets and provide liquidity to the Nortel Preferred Shares and (vi) consolidate the assets and liabilities of the Participating Companies into the Company, improving its creditworthiness and enhancing the financial alternatives for operations.

**Q: What is the Reorganization?**

**A:** The Reorganization refers to the corporate organization under the Argentine General Companies Law No. 19,550, as amended (the Argentine Corporations Law ) of Nortel, Sofora, Personal and Telecom through which the Absorbed Companies will be absorbed by Telecom, which will be the surviving company and continue to be called Telecom Argentina S.A.

**Q: What will happen in the Reorganization?**

**A:** The Reorganization consists of a series of steps and is governed by the Preliminary Reorganization Agreement and the Argentine Corporations Law.



Upon consummation of the Reorganization described in this prospectus, (a) Nortel, Sofora and Personal will be dissolved without liquidation and cease to exist, (b) all issued Nortel Securities, Sofora Common Shares and shares of capital stock of Personal will be cancelled and (c) Telecom will assume all of the rights and obligations of Nortel, Sofora and Personal. Nortel will (i) convert a portion of its Telecom Class A Shares to Telecom Class B Shares at the ratio of one Telecom Class B Share for each Telecom Class A Share; (ii) distribute its Telecom Class B shares (including all of the Telecom Class B Shares resulting from the conversion of Nortel's Telecom Class A Shares) to the holders of Nortel Preferred Shares at the Preferred B Share Distribution Ratio (or the holders of Nortel ADSs at the ADS Distribution Ratio); (iii) distribute its remaining Telecom Class A shares to the holders of Sofora Common Shares at the Ordinary Distribution Ratio; and (iv) cancel all of the Nortel Securities.

For more information regarding the steps and agreements involved, see "The Reorganization" in this prospectus.

**Q: Which company will survive the Reorganization?**

**A:** If the Reorganization is approved, the Absorbed Companies will be absorbed into Telecom, and Telecom will be the surviving company.

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**Q: What will be the name of the reorganized company if the Reorganization is approved?**

**A:** If the Reorganization is approved, the reorganized company, which we also refer to as the surviving company, will be Telecom Argentina S.A. Nortel, Sofora and Personal will no longer exist as separate entities.

**Q: What is the status of the Reorganization?**

**A:** As of March 31, 2017, the Preliminary Reorganization Agreement has been approved by the Boards of Directors of the Participating Companies. The shareholders of the Participating Companies approved the terms and conditions of the Reorganization, including the Preliminary Reorganization Agreement and related documentation, at the general shareholders meetings on May 22, 2017, in the case of Sofora and Nortel, and on May 23, 2017, in the case of Telecom and Personal. In addition, holders of Nortel Preferred Shares and Nortel Common Shares will be asked to approve the terms and conditions of the Reorganization, including the Preliminary Reorganization Agreement and related documentation, at the Nortel Preferred Special Meeting and the Nortel Common Special Meeting, respectively. Once all of such shareholder approvals have been received, the Participating Companies will take such actions required to complete all other regulatory and administrative requirements related to the Reorganization, including seeking the ENACOM Authorizations and an administrative consent from the CNV. The distribution of Telecom Class B Shares to holders of Nortel Preferred Shares (including all of the Telecom Class B Shares resulting from the conversion of Nortel's Telecom Class A Shares) to the holders of Nortel Preferred Shares at the Preferred B Share Distribution Ratio (or the holders of Nortel ADSs at the ADS Distribution Ratio) and of Telecom Class A Shares to holders of Sofora Common Shares and the cancellation of the Nortel Securities and Sofora Common Shares will occur on the Reorganization Completion Date.

**Q: What will happen to the Nortel Preferred Shares and Nortel ADSs in the Reorganization, and what will holders of Nortel Preferred Shares and Nortel ADSs receive if the Reorganization is completed?**

**A:** If the Reorganization is approved and consummated, holders of Nortel Preferred Shares will receive 134.565053 Telecom Class B Shares for each Nortel Preferred Share and holders of Nortel ADSs will receive 1.34565053 Telecom ADSs for each Nortel ADS. Upon the consummation of the Reorganization, all Nortel Securities will be cancelled.

**Q: Are the Telecom Securities and the Nortel Preferred Shares and Nortel ADSs traded on any stock exchange?**

**A:** Telecom Class B Shares and Nortel Preferred Shares are listed and traded on the BYMA under the symbol TECO2 and NORT6, respectively. The Telecom ADSs and the Nortel ADSs are listed and traded on the NYSE under the symbols TEO and NTL, respectively. Nortel ADSs are also listed on the Luxembourg Stock Exchange.

**Q: If I hold Nortel ADSs, how will my fractional entitlements to Telecom ADSs be treated at the time of the Reorganization?**

**A:** As a result of the Reorganization, subject to compliance with the provisions of each of the Amended and Restated Deposit Agreement, dated as of May 22, 1997 (the Nortel ADS Deposit Agreement ), among Nortel, JPMorgan Chase Bank, N.A., as depositary for the Nortel ADSs (the Nortel ADS Depositary ) and all holders from time to time of Nortel American depositary receipts issued thereunder evidencing Nortel ADSs, the holders of Nortel ADSs will be entitled to receive 1.34565053 Telecom ADSs for each Nortel ADS. Telecom ADSs will be issued pursuant to, and subject to the terms and conditions of, the Deposit Agreement dated as of November 8, 1994 (as amended on August 28, 1997, the Telecom ADS Deposit Agreement ) among Telecom, JPMorgan Chase Bank, N.A., as depositary for the Telecom ADSs (the Telecom ADS Depositary ) and all holders from time to time of Telecom American depositary receipts issued thereunder evidencing Telecom ADSs. No fractional Telecom ADSs will be issued. Fractional entitlements to Telecom ADSs will be aggregated and sold. The net proceeds from the sale of fractional entitlements to Telecom ADSs will be distributed on a pro rata basis to the holders of Nortel ADSs that otherwise would have been entitled to receive a fraction of a Telecom ADS.

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**Q: Will holders of Nortel Preferred Shares or Nortel ADSs have to pay brokerage commissions?**

**A:** Holders of Nortel Preferred Shares or Nortel ADSs will not have to pay brokerage commissions if their Nortel Preferred Shares or Nortel ADSs are registered in their name. However, if such securities are held through a bank or broker or a custodian, holders of Nortel Preferred Shares or Nortel ADSs should inquire as to whether any other transaction fee or service charges may be charged by the broker or custodian in connection with the Reorganization.

**Q: What shareholder approvals are needed in connection with the Reorganization?**

**A:** The Nortel Reorganization will require the affirmative votes of holders representing at least two-thirds of the outstanding Nortel Preferred Shares pursuant to Section 9(i) of the terms of issuance of the Nortel Preferred Shares. At the Nortel Preferred Special Meeting, holders representing more than 50% of the Nortel Preferred Shares present at the Nortel Preferred Special Meeting must vote to approve the loss of preferential rights of the Nortel Preferred Shares caused by the Nortel Reorganization, and holders representing at least two-thirds of the outstanding Nortel Preferred Shares are required to approve the deletion of Section 9 from the terms of issuance of the Nortel Shares. Finally, at the Nortel Common Special Meeting, holders representing more than 50% of the total outstanding Nortel Common Shares are required to approve the dilution of voting rights as a result of the Reorganization.

In addition, the Reorganization will require the affirmative votes of (i) holders representing more than 50% of the total outstanding capital stock of Nortel entitled to vote at an extraordinary general shareholders meeting of Nortel, (ii) holders representing more than 50% of the total outstanding capital stock of Sofora entitled to vote at an extraordinary general shareholders meeting of Sofora, (iii) holders representing more than 50% of the total outstanding capital stock of Personal entitled to vote at an extraordinary general shareholders meeting of Personal and (iv) holders representing more than 50% of the shares of Telecom present at an ordinary and extraordinary general shareholders meeting of Telecom that meets the quorum requirements for each matter to be voted on. Each of these votes were obtained at the respective general shareholders meetings held on May 22, 2017, in the case of Nortel and Sofora, and on May 23, 2017, in the case of Personal and Telecom.

**Q: Did Sofora and Nortel vote the Nortel Shares and Telecom Shares that they directly beneficially own, respectively, in favor of the Reorganization?**

**A:** Yes. With respect to Nortel, Sofora's Board of Directors caused Sofora to vote all of its Nortel Common Shares in favor of the Reorganization at the general shareholders meeting of Nortel. In addition, Sofora's Board of Directors intends to cause Sofora to vote all of its Nortel Common Shares in favor of diluting the voting rights of the Nortel Common Shares as a result of the Reorganization at the Nortel Common Special Meeting. These votes are subject to the approval of the Reorganization by holders of Nortel Preferred Shares at the Nortel Preferred Special Meeting.

With respect to Telecom, Nortel's Board of Directors caused Nortel to vote the 502,034,299 Telecom Class A Shares and the 36,832,408 Telecom Class B Shares that it directly owns, representing 55.60% of the total outstanding capital stock of Telecom, in favor of the Reorganization.

The votes of Sofora and Nortel were sufficient to approve the Reorganization at the extraordinary general shareholders' meeting of Nortel and ordinary and extraordinary general shareholders' meeting of Telecom, provided that the Reorganization will also be subject to the approval of the shareholders at the Nortel Preferred Special Meeting.

In addition, Telecom voted all of the outstanding capital stock of Personal in favor of the Reorganization.

**Q: Do the holders of Nortel Preferred Shares and Nortel ADSs have appraisal rights in connection with the Reorganization?**

**A:** Holders of Nortel Preferred Shares and Nortel ADSs will not have any appraisal or dissenters' rights under the Argentine Corporations Law or under Nortel's bylaws (*estatutos sociales*) in connection with the Reorganization, and neither Nortel nor Telecom will independently provide holders of Nortel Preferred Shares and Nortel ADSs with any such rights. A dissenter's right of appraisal is not available pursuant to Section 245 of the Argentine Corporations Law in the event of a merger between two companies where holders of listed shares of a company that is being dissolved as a result of a merger receive listed shares of the surviving entity.

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**Q: Are there risks associated with the Reorganization that I should consider in deciding whether to vote for the Reorganization?**

**A:** Yes. There are risks related to the Reorganization that are discussed in this document. See, in particular, the detailed description of the risks associated with the Reorganization in Risk Factors.

**Q: What happens if the Reorganization is not approved?**

**A:** If the Reorganization is not approved, Sofora intends to retain ownership of all Nortel Securities and Telecom Securities that it holds, either directly or indirectly, and continue to treat the Absorbed Companies as subsidiaries of Sofora.

**Q: As a holder of Nortel ADSs, what should I do to receive Telecom ADSs?**

**A:** Upon the effectiveness of the Reorganization, Nortel will terminate the Nortel ADS Deposit Agreement, and all holders of Nortel ADSs will be required to surrender their Nortel ADSs for cancellation in order to receive, in the form of Telecom ADSs issued by the Telecom ADS Depositary, the number of Telecom Class B Shares that the Nortel ADS Depositary receives in connection with the distribution by Nortel of Nortel's Telecom Class B Shares to which they are entitled, subject, in each case, to prior payment of applicable fees, charges and expenses, including, without limitation taxes, as provided for in the Nortel ADS Deposit Agreement (in the case of surrenders) and Telecom ADS Deposit Agreement (in the case of issuances), as the case may be. If you are a holder of Nortel ADSs, you will be required to surrender your American depository receipt to the Nortel ADS Depositary and make the above referenced payments in order to receive your Telecom Class B Shares in the form of Telecom ADSs. If you are not a registered holder of your Nortel ADSs but hold your Nortel ADSs through a broker, bank, custodian or other nominee, you will need to arrange with your broker, bank, custodian or other nominee to make such surrender and to make the above-referenced payments on your behalf in order for the Nortel ADS Depositary to arrange for such Nortel ADSs to be cancelled and exchanged for Telecom ADSs. If you hold Nortel ADSs in direct registration form (*i.e.*, registered in your name but not represented by an American depository receipt), upon payment of the applicable fees, charges and expenses, including taxes owing to the Nortel ADS Depositary and the Telecom ADS Depositary, the Nortel ADS Depositary will arrange for the cancellation of your Nortel ADSs, deliver the number of Telecom ADSs received in the Reorganization in respect of your Nortel ADSs to the order of the Telecom ADSs Depositary, and instruct the Telecom ADS Depositary to issue and deliver the applicable number of Telecom ADSs to you in direct registration form.

**Q: Why am I receiving this document?**

**A:** In connection with the Nortel Reorganization, this document is required to be delivered to all holders of Nortel Preferred Shares and Nortel ADSs that are U.S. residents. This document is being distributed to you for informational purposes only. You should carefully review it because as a shareholder of Nortel you will be entitled to vote, or, in the case of holders of Nortel ADSs, instruct the Nortel ADS Depositary to vote, at the Nortel Preferred Special Meeting that will be called in order for the holders of Nortel Preferred Shares to approve the Nortel Reorganization.

**Q: What are the U.S. federal income tax consequences of the absorption of Nortel by Telecom and the payment of cash in lieu of fractional Telecom B Share or Telecom ADS interests?**

**A:** Telecom believes that the absorption of Nortel by Telecom qualifies as a tax-free transaction for U.S. federal income tax purposes for a U.S. holder (as defined in U.S. Federal Income Tax Consequences ). However, no statutory, judicial or administrative guidance directly discusses how a transaction such as the absorption of Nortel by Telecom should be treated for U.S. federal income tax purposes. In particular, the application of U.S. federal income tax laws to such transactions governed by the Argentine Corporations Law and involving the simultaneous downstream mergers of multiple companies into a single company is unclear. No assurance can be given that tax-free reorganization treatment will be achieved, or that a U.S. holder will not incur substantial U.S. federal income tax liabilities in connection with the Reorganization and related transactions (including the Merger). In addition, no assurance can be given that any ruling (or similar guidance) from any taxing authority would be sought (or, if sought, granted).

If the absorption of Nortel by Telecom is a tax-free reorganization for U.S. federal income tax purposes as intended, we expect that (i) a U.S. holder will recognize no gain or loss upon receipt of Telecom Class B Shares or Telecom ADSs pursuant to the Reorganization, except for any gain or loss that may result from your receipt of cash instead of fractional shares of Telecom Class B Shares or fractional interests in Telecom ADSs, (ii) a U.S. holder's holding period in the Telecom Class B Shares or Telecom ADSs will include the holding period of the Nortel Preferred Shares or Nortel ADSs exchanged therefor and (iii) a U.S. holder's tax basis in the Telecom Class B Shares or Telecom ADSs will be the same as the holder's tax basis in the Nortel Preferred Shares or Nortel ADSs, as applicable, at the time of the distribution of Telecom Class B Shares or ADSs.

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The U.S. federal income tax consequences of the Reorganization are complex. You should read the section entitled "U.S. Federal Income Tax Consequences" for more information on the U.S. federal income tax consequences of the absorption of Nortel by Telecom, and you should consult your own tax advisors regarding the tax consequences of the Reorganization in your particular circumstances.

**Q: What are the Argentine tax consequences of the Reorganization?**

**A:** The Reorganization of the Absorbed Companies and Telecom qualifies as a tax-free reorganization under Section 77 et seq. of Law No. 20,628, as amended (the Argentine Income Tax Law), and the Argentine Income Tax Law's *Decreto Reglamentario 1344/98* (the Regulatory Decree); therefore, we believe shareholders will not have to recognize any Argentine-source income in connection with the distribution of Nortel's Telecom Class B Shares to holders of Nortel Preferred Shares.

In order for the Reorganization to qualify as a tax-free reorganization under the Argentine Income Tax Law and the Regulatory Decree, the companies must give formal notice of the Reorganization and submit other documentation to the AFIP within 180 calendar days from the Reorganization Effectiveness Date and comply with certain other requirements, as further described under "Argentine Tax Consequences - Tax Consequences Related to the Reorganization."

**Q: What will be the accounting treatment of the Reorganization?**

**A:** The distribution by Nortel of its Telecom Class B Shares will be accounted for under the predecessor basis of accounting, as permitted by International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Under the predecessor basis of accounting, assets and liabilities of all Participating Companies will be consolidated into Telecom at their respective carrying amounts.

**Q: Are any other approvals necessary for the completion of the Reorganization?**

**A:** Except for the shareholder approvals and the regulatory and administrative authorizations described under "Regulatory and Administrative Matters," there are no other approvals necessary to complete the Reorganization.

**Q: Are there any conditions to the Reorganization?**



A: The effectiveness of the Reorganization is subject to the satisfaction of the following conditions:

- approval of the Reorganization on the terms and conditions set forth in the Preliminary Reorganization Agreement by the shareholders of the Absorbed Companies and Telecom at each of their respective general shareholders meetings in the case of Telecom, Personal, Nortel and Sofora;
- approval of the Reorganization on the terms and conditions set forth in the Preliminary Reorganization Agreement by the shareholders at the Nortel Preferred Special Meeting and the special meeting of holders of Nortel Common Shares in the case of Nortel;
- Telecom has prepared its technical and operational systems with the capacity to absorb the operations of the Absorbed Companies;
- the execution of the Final Reorganization Agreement, as required under Argentine law;
- the receipt of the ENACOM Amortization Authorization;
- the receipt of the ENACOM Nortel Authorization;
- the receipt of the ENACOM Licenses Authorization; and
- the amortization in full of 140,704,640 Sofora Common Shares representing 32.0% of Sofora's outstanding capital stock (see "The Reorganization Effects of the Reorganization *Sofora's Bono de Goce*").

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In addition, the Participating Companies currently expect that the Reorganization will be completed as of the Reorganization Completion Date on which each of the following corporate and administrative procedures is satisfied: (i) the receipt of an administrative consent from the CNV with respect to the Reorganization, (ii) the registration of the Final Reorganization Agreement with the Public Registry of Commerce of the City of Buenos Aires and (iii) any other authorizations that may be necessary from any other governmental or regulatory entities to consummate the Reorganization.

No assurance can be given as to when or whether any of these approvals and consents will be obtained or conditions satisfied, the terms and conditions that may be imposed in connection with the consents and approvals, or the consequences of failing to obtain the consents and approvals.

On May 23, 2017, the shares representing 17% ownership stake in Sofora owned by WAI were amortized. On June 22, 2017, following the receipt of the ENACOM Amortization Authorization, the shares representing the remaining 15% ownership stake in Sofora owned by WAI were amortized. As a result, the closing conditions relating to the ENACOM Amortization Authorization and the amortization in full of the 140,704,640 Sofora Common Shares representing 32.0% of Sofora's outstanding capital stock have been fully satisfied.

The shareholders of the Participating Companies approved the terms and conditions of the Reorganization, including the Preliminary Reorganization Agreement and the related documentation, at the general shareholders' meetings held on May 22, 2017, in the case of Sofora and Nortel, and on May 23, 2017, in the case of Telecom and Personal. In order for all shareholder approvals for the Reorganization to be approved, the Reorganization must be approved at the Nortel Preferred Special Meeting and Nortel Common Special Meeting in the case of Nortel.

**Q: How will my rights as a Nortel ADS holder change after the Reorganization?**

**A:** By receiving Telecom ADSs, you will be entitled to certain rights as a shareholder of Telecom that are different from your rights as a shareholder of Nortel. See Comparison of the Rights of Shareholders of Telecom and Nortel. The Telecom Class B Shares and Telecom ADSs to be distributed in the Reorganization will have the same rights (including the right to receive dividends) as the Telecom Class B Shares and the Telecom ADSs prior to the Reorganization, as set forth in Telecom's bylaws (*estatutos sociales*) and the Telecom Deposit Agreement.

**Q: What is the Merger?**

**A:** The Merger is the absorption of Cablevisión by Telecom in accordance with Sections 82 and 83 et seq. of the Argentine Corporations Law, Section 77 et seq. of the Argentine Income Tax Law, Section 105 of the Regulatory Decree and the CNV regulations. Telecom announced the agreement to merge with Cablevisión on June 30, 2017.

Upon completion of the Merger, (i) Cablevisión will cease to exist and Telecom, as the absorbing entity, will continue as the surviving company and will assume all of the assets, liabilities and equity, and succeed to all of the rights and obligations of Cablevisión, (ii) Telecom will issue to the shareholders of Cablevisión 1,184,528,406 shares in form of Telecom Class A Shares and a newly-created class of ordinary shares, par value Ps.1.00 and entitled to one vote per share ( Telecom Class D Shares ), (iii) the shareholders of Cablevisión will receive in exchange 9,871.07005 Class A or D common shares of Telecom for each Cablevisión share they hold immediately prior to the effectiveness of the Merger and (iv) shareholders of Cablevisión will be considered shareholders of Telecom as from the Merger Effectiveness Date. For more information see The Merger.

**Q: What is the current status of the Merger?**

**A:** As of the date of this prospectus, the preliminary merger agreement required by Argentine law has been executed and approved by the Board of Directors of Telecom and Cablevisión. Shareholders of both Telecom and Cablevisión have approved the Merger at their respective general shareholders meetings held on August 31, 2017 and, having received such approvals, the companies will need to complete all regulatory requirements and formalities and execute a final merger agreement to consummate the Merger. Holders of Nortel Preferred Shares and Nortel ADSs were not eligible to vote at the general shareholders meetings in connection with the Merger.

**Q: What happens if the Merger is not completed?**

**A:** If the Merger is not completed, Telecom will not merge with Cablevisión and Telecom and Cablevisión will continue to be managed as separate businesses with separate shareholders.

**Q: May the Merger be reversed?**

**A:** After the Merger Completion Date (as defined below), it may not be reversed. If any of the closing conditions are not satisfied, including receipt of approval from ENACOM, the Merger cannot be consummated. See The Merger.

**Q: Are there risks associated with the Merger that I should consider in deciding whether to vote for the Reorganization?**

**A:** Yes. If the Reorganization and the Merger are both consummated, holders of Nortel Preferred Shares and Nortel ADSs will become holders of Telecom Class B Shares and Telecom ADSs, which will represent an interest in the merged companies. The shareholders of Telecom will retain 45% of the capital stock of the combined company as a result of the Merger. There are risks related to the merger transaction that are discussed in this prospectus. See, in particular, the detailed description of the risks associated with the Merger in Risk Factors Risks Related to the Merger.



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**Q: What are the U.S. federal income tax consequences and the Argentine tax consequences of the Merger?**

**A:** The Merger is intended not to affect the tax-free treatment of the absorption of Nortel by Telecom. However, no statutory, judicial or administrative guidance directly discusses how a transaction such as the Merger should be treated for U.S. federal income tax purposes. In particular, the application of U.S. federal income tax laws to such transactions governed by the Argentine Corporations Law is unclear. No assurance can be given that tax-free reorganization treatment will be achieved, or that a U.S. holder will not incur substantial U.S. federal income tax liabilities in connection with the Merger and related transactions (including the Reorganization). In addition, no assurance can be given that any ruling (or similar guidance) from any taxing authority would be sought (or, if sought, granted).

The U.S. federal income tax consequences of the Reorganization and the Merger are complex. You should read the section entitled U.S. Federal Income Tax Consequences for more information on the U.S. federal income tax consequences of the absorption of Nortel by Telecom, and you should consult your own tax advisors regarding the tax consequences of the Reorganization and the Merger in your particular circumstances.

The Merger falls within the relevant definitions to qualify as a tax-free reorganization under Section 77 et seq. of the Argentine Income Tax Law, and the Regulatory Decree; therefore, we believe Telecom and Cablevisión shareholders will not have to recognize any Argentine-source income in connection with the Merger and the issuance of Telecom Class A Shares and Telecom Class D Shares (as defined below), each of which are convertible to Telecom Class B Shares.

In order for the Merger to be recognized as a tax-free reorganization by Argentine tax authorities under the Argentine Income Tax Law and the Regulatory Decree, the companies must give formal notice of the Merger and submit other documentation to the AFIP within 180 calendar days from the Merger Effectiveness Date and comply with certain other requirements, as further described under Argentine Tax Consequences Tax Consequences Related to the Merger.

**Q: What will be the accounting treatment of the Merger?**

**A:** The Merger will be accounted for using the acquisition method, as outlined by International Financial Reporting Standard 3 Business Combinations (IFRS 3). IFRS 3 requires, in a business combination effected through an exchange of equity interests, all relevant facts and circumstances to be considered when identifying the acquirer. Based on the terms of the preliminary merger agreement between Cablevisión and Telecom, dated June 30, 2017 (the Preliminary Merger Agreement), Cablevisión (the legally absorbed entity) is to be considered the accounting acquirer and Telecom (the surviving entity) is to be considered the accounting acquire, which qualifies the transaction as a reverse acquisition in accordance with IFRS. Accordingly, after the Merger is consummated the assets and liabilities of Cablevisión will be recognized and measured in the consolidated financial statements of the combined entity at their pre-Merger carrying amounts, while the identifiable assets and liabilities of Telecom will be recognized at fair value at the effective date of the acquisition. Goodwill resulting from the application of the acquisition method will

be measured as the excess of the fair value of the consideration paid over the net fair value of Telecom's identifiable assets and liabilities.

The retained earnings and other equity balances to be recognized in the consolidated financial statements of the combined entity are those of Telecom and Cablevisión immediately before the Merger.

**Q: Where can I find out more information about Cablevisión?**

**A:** Nortel has furnished a report on Form 6-K containing the Cablevisión Supplementary Information. This report will be available to the public over the Internet at the SEC's web site at [www.sec.gov](http://www.sec.gov) and from other sources. See Information of Certain Documents.

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**Q: Who can vote, and what is the record date for the Nortel Preferred Special Meeting?**

**A:** Only holders of Nortel Preferred Shares who are shareholders of record as of close of business, Buenos Aires time, on the date that is three business days prior to the date of the Nortel Preferred Special Meeting will be entitled to attend and vote at such meeting. Holders of Nortel Preferred Shares must register their intention to attend such meeting at least three business days prior to the meeting by sending a duly executed notice of attendance in writing to Nortel and a statement of account certifying the holder's ownership of the Nortel Shares issued by Caja de Valores S.A.

The Nortel ADS Depository shall fix a record date as soon as practicable for the determination of the holders of Nortel ADSs who shall be entitled to give instructions for the exercise of voting rights at such meeting. Holders of Nortel ADSs will not be permitted to attend any meeting of Nortel's shareholders.

**Q: Where and when is the Nortel Preferred Special Meeting?**

**A:** Nortel will hold the Nortel Preferred Special Meeting on November 10, 2017 (subject to adjournment in accordance with Nortel's bylaws), at Alicia Moreau de Justo 50, City of Buenos Aires.

**Q: How do I vote, and do I have to attend the Nortel Preferred Special Meeting in person to vote?**

**A:** *Holders of Nortel Preferred Shares*

Holders of Nortel Preferred Shares may attend the Nortel Preferred Special Meeting in person or by proxy to vote. In either case, you may also grant an Argentine power of attorney to an attorney-in-fact who must attend the meeting in person and vote your shares on your behalf. If you are a foreign company, you will be requested to show evidence of your registration as a foreign shareholder to the Public Registry of Commerce of the City of Buenos Aires, pursuant to the terms of Section 123 of the Argentine Corporations Law.

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*Holders of Nortel ADSs*

Holders of Nortel ADSs whose ownership is directly recorded on the registry of the Nortel ADS Depository by the record date will receive instructions on how to provide voting instructions to the Depository with respect to the shares underlying their Nortel ADSs, provided the Nortel ADS Depository receives adequate advance notice of the meeting. Upon receipt of instructions of an eligible registered holder of Nortel ADSs in the manner and on or before the date established by the Nortel ADS Depository for such purpose, the Nortel ADS Depository will endeavor insofar as practicable and permitted under the provisions of or governing the Nortel Shares represented thereby to vote or cause to be voted such Nortel Preferred Shares represented by the ADSs evidenced by such eligible registered holder of Nortel ADSs in accordance with such instructions. Beneficial owners of Nortel ADSs which are held by a custodial entity such as a bank, broker, custodian or other nominee and who wish to provide voting instructions must follow the procedures established by such entity with respect to providing voting instructions. In order to do so, beneficial owners of Nortel ADSs should contact the bank, broker, custodian or other nominee through which their Nortel ADSs are held for instructions on how to do so. See The Nortel Preferred Special Meeting Manner of Voting.

**Q: What happens if I abstain from voting or do not vote?**

**A: *Holders of Nortel Preferred Shares***

If you hold Nortel Preferred Shares (not Nortel ADSs) and do not attend the Nortel Preferred Special Meeting, your Nortel Preferred Shares will not contribute to the quorum required at such meeting. If you hold Nortel Preferred Shares, attend the Nortel Preferred Special Meeting and contribute to the required quorum, and abstain from voting, your abstention will be detracted from the shareholder base for the purposes of calculating the votes required to approve the Reorganization and the loss of the preferential rights of the Nortel Preferred Shares.

In order to have a quorum at the Nortel Preferred Special Meeting pursuant to Argentine law, at least 50% of the outstanding Nortel Preferred Shares must be present or represented at the meeting following the first call, or at least one Nortel Preferred Share must be present or represented at the meeting following the second call if a quorum was not reached on the first call.

*Holders of Nortel ADSs*

Nortel Preferred Shares underlying Nortel ADSs for which no voting instruction is submitted to the Nortel ADS Depository will not be voted.



**Q: When will holders of Nortel Preferred Shares be entitled to receive dividends on the Telecom Class B Shares that they acquire in the Reorganization?**

**A:** You will be entitled to receive any dividends that have a record date that falls after the Reorganization Effectiveness Date.

**Q: Who can help answer my questions?**

**A:** If you have any questions about the Reorganization, you should contact Nortel at:

Alicia Moreau de Justo 50  
(C1107AAB) Buenos Aires  
Argentina  
+54-11-4968-3631  
Attention: Maria Blanco Salgado  
[www.nortelsa.com.ar](http://www.nortelsa.com.ar)

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**SUMMARY**

*The following is a summary that highlights information contained in this prospectus. This summary may not contain all the information that is important to you. For a more complete description of the Preliminary Reorganization Agreement and the transactions contemplated thereby, we encourage you to read carefully this entire prospectus. In addition, we encourage you to read the information incorporated by reference into this prospectus, which includes important business and financial information about Nortel and Telecom that has been filed with the SEC. You may obtain the information incorporated by reference into this prospectus without charge by following the instructions in the section entitled Where You Can Find More Information.*

**The Companies**

*Telecom*

Telecom is one of the largest private-sector companies in Argentina in terms of revenues, net income, capital expenditures and number of employees. Telecom has a non-expiring license to provide fixed-line telecommunications services in Argentina, and it also provides other telephone-related services such as international long-distance service, data transmission, IT solutions outsourcing and Internet services. Through Telecom's subsidiaries, Telecom also provides mobile telecommunications services (primarily through its wholly owned subsidiary Personal) and international wholesale services.

As of June 30, 2017, Telecom had approximately 3,861 thousand lines of service, its Internet services reached 1,735 thousand access points and its wireless services had 19,529 thousand subscribers in Argentina and 2,502 thousand in Paraguay.

Telecom is incorporated as a *sociedad anónima* under the laws of Argentina. The duration of Telecom is 99 years from the date of registration with the Public Registry of Commerce of the City of Buenos Aires (July 13, 1990). Telecom conducts its business under the commercial name Telecom. Telecom's principal executive offices are located at Alicia Moreau de Justo 50, City of Buenos Aires, Argentina (C1107AAB). Telecom's telephone number is (54-11) 4968-4000. Telecom's website address is [www.telecom.com.ar](http://www.telecom.com.ar). None of the information available on its website or elsewhere will be deemed to be included or incorporated by reference into this prospectus.

*Selected Financial Information*

In addition to the Telecom Unaudited Financial Statements, this prospectus also incorporates by reference the audited consolidated financial statements of Telecom as of December 31, 2016 and 2015 and for the three years in the period

ended December 31, 2016 included in the Telecom 2016 Form 20-F, which we refer to as the Telecom Audited Financial Statements. The Telecom Audited Financial Statements and the Telecom Unaudited Financial Statements have been prepared in accordance with IFRS as issued by the IASB and are presented in Argentine pesos.

The selected financial and operating information should be read in conjunction with, and is qualified in its entirety by reference to, the Telecom Unaudited Financial Statements and the Telecom Audited Financial Statements and the notes thereto.

INCOME STATEMENT DATA	For the six month period ended June 30,		For the year ended December 31,				2012
	2017	2016	2016	2015	2014	2013	
	(in millions of pesos, except per share and per ADS data in pesos)						
Total revenues and other income	30,583	25,435	53,323	40,540	33,388	27,350	22,196
Operating expenses (without depreciation and amortization)	(21,239)	(18,671)	(38,899)	(29,674)	(24,686)	(19,786)	(15,626)
Operating expenses - depreciation and amortization	(3,392)	(2,894)	(6,198)	(4,438)	(3,243)	(2,873)	(2,612)
Gain /(Loss) on disposal and impairment of PP&E	(101)	(149)	(383)	(199)	(16)	(173)	8
<b>Operating income</b>	<b>5,851</b>	<b>3,721</b>	<b>7,843</b>	<b>6,229</b>	<b>5,443</b>	<b>4,518</b>	<b>3,966</b>

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	For the six month period ended June 30,			For the year ended December 31,			
	2017	2016	2016	2015	2014	2013	2012
	(in millions of pesos, except per share and per ADS data in pesos)						
Other, net(1)	(260)	(1,046)	(2,244)	(1,102)	253	528	229
Income tax expense	(1,952)	(938)	(1,594)	(1,692)	(1,967)	(1,792)	(1,463)
<b>Net income</b>	<b>3,639</b>	<b>1,737</b>	<b>4,005</b>	<b>3,435</b>	<b>3,729</b>	<b>3,254</b>	<b>2,732</b>
Other Comprehensive Income, net of tax	97	240	263	257	243	133	91
<b>Total Comprehensive Income</b>	<b>3,736</b>	<b>1,977</b>	<b>4,268</b>	<b>3,692</b>	<b>3,972</b>	<b>3,387</b>	<b>2,823</b>
<i>Total Comprehensive Income attributable to Telecom</i>	<i>3,666</i>	<i>1,880</i>	<i>4,142</i>	<i>3,580</i>	<i>3,837</i>	<i>3,285</i>	<i>2,745</i>
<i>Total Comprehensive Income attributable to Non-controlling Interest</i>	<i>70</i>	<i>97</i>	<i>126</i>	<i>112</i>	<i>135</i>	<i>102</i>	<i>78</i>
Number of shares outstanding at year/period-end (in millions of shares)(2)	969	969	969	969	969	969	984
Net income per share (basic and diluted)(3)	3.73	1.78	4.10	3.51	3.79	3.27	2.73
Net income per ADS(4)	18.65	8.90	20.51	17.56	18.95	16.35	13.64
Dividends per share(5)		2.06	2.06	0.83	1.24	1.03	0.82
Dividends per ADS(6)		10.32	10.32	4.15	6.20	5.11	4.10

FINANCIAL POSITION DATA	As of June 30,			As of December 31,			
	2017	2016	2015	2014	2013	2012	
	(in millions of pesos)						
Current assets	15,285	15,562	11,492	6,393	9,751	6,986	
PP&E and intangible assets	32,108	30,757	25,622	19,140	12,745	10,549	
Other non-current assets	4,773	1,595	1,351	784	634	274	
<b>Total assets</b>	<b>52,166</b>	<b>47,914</b>	<b>38,465</b>	<b>26,317</b>	<b>23,130</b>	<b>17,809</b>	
Current liabilities	17,912	16,511	16,914	9,097	9,050	5,883	
Non-current liabilities	10,616	11,525	3,941	2,451	2,029	1,768	
<b>Total liabilities</b>	<b>28,528</b>	<b>28,036</b>	<b>20,855</b>	<b>11,548</b>	<b>11,079</b>	<b>7,651</b>	
<b>Total equity</b>	<b>23,638</b>	<b>19,878</b>	<b>17,610</b>	<b>14,769</b>	<b>12,051</b>	<b>10,158</b>	
<i>Equity attributable to Telecom</i>	<i>22,999</i>	<i>19,336</i>	<i>17,194</i>	<i>14,418</i>	<i>11,783</i>	<i>9,959</i>	
<i>Non-controlling Interest</i>	<i>639</i>	<i>542</i>	<i>416</i>	<i>351</i>	<i>268</i>	<i>199</i>	
Total Capital Stock(7)	984	984	984	984	984	984	

(1) Other, net includes Finance income and expenses.

(2) Number of ordinary shares outstanding at year-end (as of December 31, 2016, 2015, 2014 and 2013 excludes treasury shares).

(3) Calculated based on the weighted average number of ordinary shares outstanding during each period (969,159,605 for the years 2016, 2015 and 2014, 978,939,079 shares for the year 2013, and 984,380,978 shares for the year 2012).

(4) Calculated based on the equivalent in ADSs to the weighted average number of ordinary shares outstanding during each period (193,831,921 ADSs for the years 2016, 2015 and 2014, 195,787,816 ADSs for the year 2013 and 196,876,196 ADSs for the year 2012).

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(5) The dividends approved by the shareholders meeting held on April 29, 2016 represented a dividend per share of Ps.2.06, payable in two installments of Ps.0.72 and Ps.1.34, which translated into U.S. dollars using the ask rate published by the *Banco Nación* prevailing as of the date when dividends were available amounted to U.S.\$0.05 and U.S.\$0.09, respectively.

(6) The dividends approved by the shareholders meeting held on April 29, 2016 represented a dividend per ADS of Ps.10.32, payable in two installments of Ps.3.61 and Ps.6.71, which translated into U.S. dollars using the as