



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

**Schedule TO
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)**

NET SERVIÇOS DE COMUNICAÇÃO S.A.
(Name of Subject Company)

**EMPRESA BRASILEIRA DE TELECOMUNICAÇÕES S.A. –
EMBRATEL**
(Offeror)

EMBRATEL PARTICIPAÇÕES S.A.
(Bidder and Affiliate of Offeror)
(Name of Filing Persons)

Preferred Shares, no par value, and American Depositary Shares, each representing one Preferred Share
(Title of Class of Securities)

N/A (Preferred Shares)
64109T201 (American Depositary Shares)
(CUSIP Number of Class of Securities)

Isaac Berensztejn
Chief Financial Officer
Empresa Brasileira de Telecomunicações S.A. – Embratel
Av. Presidente Vargas, n° 1012
20071-002 Rio de Janeiro, RJ, Brazil
Telephone: 55 21 2121-3636

with copies to

Daniel Sternberg, Esq.
Nicolas Grabar, Esq.
Duane McLaughlin, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
Telephone: (212) 225-2000

(Name, Addresses and Telephone Numbers of Persons Authorized to Receive Notices and Communications on Behalf of Filing Persons)



CALCULATION OF FILING FEE

Transaction Valuation ⁽¹⁾	Amount of Filing Fee ⁽²⁾
\$2,603,382,015	\$185,621.14

- (1) Estimated for purposes of calculating the filing fee pursuant to Rule 0-11(d) only. The Transaction Valuation was calculated assuming the purchase of all outstanding Preferred Shares, no par value (including Preferred Shares represented by American Depositary Shares), other than shares owned directly or indirectly by the Filing Person at a purchase price of R\$23.00 in cash per Preferred Share. As of June 30, 2010, there were 228,503,916 Preferred Shares outstanding (including Preferred Shares represented by American Depositary Shares), of which 29,379,149 are owned directly or indirectly by the Filing Person. As a result, this calculation assumes the purchase of 199,124,767 outstanding Preferred Shares. The Transaction Valuation was calculated in Brazilian *reais* (R\$) and converted into U.S. dollars at the exchange rate indicated under "transaction PTAX 800, option 5" published by the Central Bank of Brazil through the SISBACEN system at 7:00 p.m., Brasilia time, on August 26, 2010 of US\$1 = R\$1.7592.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, equals 0.00007130 of the transaction valuation.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$185,621.14
 Form or Registration No: Schedule TO-T
 Filing Party: Empresa Brasileira de Telecomunicações S.A. – Embratel
 Date Filed: August 30, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:



This Amendment No. 4 amends and supplements the Tender Offer Statement on the combined Schedule TO and Schedule 13E-3 under cover of Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission ("SEC") by Empresa Brasileira de Telecomunicações S.A.—EMBRATEL ("Embratel"), as amended and supplemented by Amendment No. 1 to the Schedule TO filed with the SEC on September 2, 2010, Amendment No. 2 to the Schedule TO filed with the SEC on September 21, 2010 and Amendment No. 3 to the Schedule TO filed with the SEC on September 27, 2010. The Schedule TO relates to the offer by Embratel (the "Tender Offer") to purchase any and all preferred shares, no par value ("Preferred Shares"), including Preferred Shares represented by American Depositary Shares ("ADSs"), of Net Serviços de Comunicação S.A., a corporation organized under the laws of the Federative Republic of Brazil ("Net"), from all holders other than Embratel Participações S.A. ("Embrapar"), wherever located.

Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as described below. All page references in this Amendment No. 4 refer to the Offer to Purchase. Except as set forth in this Amendment No. 4, the terms and conditions of the Tender Offer remain as set forth in the Schedule TO. Unless otherwise indicated, terms used in this Amendment No. 4 have the meanings given to them in the Schedule TO.

Extension of the Expiration Date and the Auction Date

On September 27, 2010, Embrapar, on behalf of its subsidiary Embratel, received a notice from the Brazilian Securities Commission (the "CVM") regarding the criteria upon which to calculate the maximum number of Preferred Shares that Embratel may purchase in the Tender Offer on a pro rata basis in the event that more than one-third but fewer than two-thirds of Preferred Shares held by public shareholders on the date required by CVM Instruction 361 are tendered into the Tender Offer. According to the CVM's notice, the maximum number of Preferred Shares that Embratel can acquire in the case of such proration, one-third of the outstanding Preferred Shares held by public shareholders, should be calculated taking into account the number of Preferred Shares outstanding on September 4, 2000, which is equal to 1,237,798 Preferred Shares.

In consideration of this notice by the CVM, the Expiration Date is hereby extended to October 6, 2010. The ADR Expiration Time is hereby extended to 10:00 a.m. New York City time on the Expiration Date and the Share Expiration Time is hereby extended to 5:00 p.m. New York City time on the Expiration Date. The Auction Date is extended to 2:00 p.m. New York City time on October 7, 2010. Embratel will pay the purchase price for all Preferred Shares (including Preferred Shares represented by ADSs) properly and timely tendered, and not properly withdrawn and purchased in the auction, on October 13, 2010, the third Brazilian business day following the auction.



SPECIAL FACTORS – Valuation Report of Banco Itaú BBA S.A.

The third paragraph on page 26 of the Offer to Purchase is hereby amended and restated in its entirety to read as follows:

Itaú BBA received U.S.\$466,000 from Net for coordination and distribution services of unsecured and unsubordinated notes issued by Net in January 2010. Additionally, certain divisions of Itaú BBA (including affiliates from the Itaú Unibanco Group) regularly engage in ordinary course commercial transactions with Net and/or its affiliates for which they receive customary compensation. Given the broad scope of such relationship, it is impossible for Itaú BBA to quantify the aggregate compensation received from Net and/or its affiliates in connection with such ordinary course commercial transactions. Itaú BBA and its affiliates received no other compensation from Net or its affiliates in connection with investment banking services during the past two years.

Pursuant to Itaú BBA's engagement letter, Embratel has agreed to pay Itaú BBA U.S. \$400,000 for the preparation of its valuation report, which fee shall be due whether or not the tender offer is consummated. Additionally, Itaú BBA is the intermediary institution for the tender offer in Brazil, for which service it will receive a flat fee of U.S. \$500,000 and a success fee of 0.12% over the value of the Preferred Shares acquired in excess of 50% of all Preferred Shares.

ITEM 12. EXHIBITS.

(a)(1)(ix) Embratel's press release, issued on September 28, 2010, announcing the extension of the Tender Offer.



EMBRATEL

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SIGNATURE

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

**EMPRESA BRASILEIRA DE
TELECOMUNICAÇÕES S.A.**

By: /s/ José Formoso Martínez

Name: José Formoso Martínez

Title: President

Date: September 28, 2010

EMBRATEL PARTICIPAÇÕES S.A.

By: /s/ José Formoso Martínez

Name: José Formoso Martínez

Title: President

Date: September 28, 2010



EXHIBIT INDEX

(a)(1)(ix) Embratel's press release, issued on September 28, 2010, announcing the extension of the Tender Offer.



Exhibit (a)(1)(ix)

Empresa Brasileira de Telecomunicações S.A. – EMBRATEL
CNPJ/MF 02.558.124/0001-12

Notice of Extension of Tender Offer

Rio de Janeiro, Brazil, September 28, 2010 –Empresa Brasileira de Telecomunicações S.A. – EMBRATEL (“Embratel”) today announced that it has extended the expiration date of its pending offer to purchase preferred shares, no par value, of Net Serviços de Comunicação S.A. (“Preferred Shares”) on the terms and subject to the conditions set forth in the offer to purchase dated August 30, 2010, as amended (the “Offer to Purchase”) to October 6, 2010 and the related auction on the BM&FBOVESPA—Bolsa de Valores, Mercadorias e Futuros to 2:00 p.m., New York City time, on October 7, 2010. The deadline by which holders of American Depositary Shares representing Preferred Shares (“ADSs”) may accept the offer as extended by tendering the Preferred Shares underlying their ADSs through The Bank of New York Mellon, as receiving agent has been extended to 10:00 a.m. New York City time on October 6, 2010 and the deadline by which shareholders tendering Preferred Shares directly may tender into the offer has been extended to 5:00 p.m. New York City time on October 6, 2010. Embratel will pay the purchase price for all Preferred Shares (including Preferred Shares represented by ADSs) properly and timely tendered, and not properly withdrawn and purchased in the auction, on October 13, 2010, the third Brazilian business day following the auction. All other terms and conditions of the pending tender offer remain as set forth in the Offer to Purchase.

Embratel also announced that as of 5:00 p.m. New York City time on September 28, 2010, 120,766,896 Preferred Shares have been validly tendered into the offer. Holders of Preferred Shares may continue to tender Preferred Shares into the tender offer up to the ADR expiration time and Preferred Share expiration time on the expiration date.

This press release does not constitute an offer to purchase any securities or a solicitation of an offer to sell any securities. The offers are being made only pursuant to an offer to purchase and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

About Embratel

Embratel is a wholly owned subsidiary of Embratel Participações S.A. (“Embrapar”). For more information on Embratel and Embrapar, please visit www.embratel.com.br.

Contact

Questions on the tender offer and requests for assistance may be directed to D.F. King & Co., Inc., the information agent in connection with the offer:

D.F. King & Co., Inc.
48 Wall Street New York, NY 10005
Bankers and Brokers Call Collect: (212) 269-5550
All Others Call Toll Free: (800) 859-8508
Email: netservicos@dfking.com