

BRASIL TELECOM SA
Form 6-K
December 01, 2008

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

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

THROUGH December 01, 2008

(Commission File No. 1-15256)

BRASIL TELECOM S.A.

(Exact name of Registrant as specified in its Charter)

BRAZIL TELECOM COMPANY

(Translation of Registrant's name into English)

**SIA Sul, Área de Serviços Públicos, Lote D, Bloco B
Brasília, D.F., 71.215-000
Federative Republic of Brazil**

(Address of Registrant's principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1) ☐.

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(7) ☐.

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under
the Securities Exchange Act of 1934.

Yes ☐ No ☒

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If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Investor Relations

+55 (61) 3415-1140

ri@brasiltelecom.com.br

Media Relations

+55 (61) 3415-1822

diretoriadecomunicacao@brasiltelecom.com.br

BRASIL TELECOM S.A.

Publicly Held Company

Corporate Taxpayer Registration

76.535.764/0001 -43

Board of Trade 53 3 0000622 9

CALL NOTICE

GENERAL MEETING OF DEBENTURE HOLDERS

Brasil Telecom S.A. (Issuer or Company) hereby invites the debenture holders of ~~its~~ ^{the} 4th public issue, to convene at the General Meeting of Debenture Holders to be held on December 17, 2008 at 3:00 p.m., at the Company's headquarters located at SIA Sul - Área de Serviços Públicos - Lote D - Bloco B, in the city of Brasília, Federal District, to decide on the following agenda:

- (i) proposal to amend Clause V of the Indenture for the 5th Issue and 4th public issue by the Company of simple, unsecured, nonconvertible debentures in a single series, with additional security by Brasil Telecom Participações S.A., for Public Distribution, executed on June 20, 2006 (Indenture), to include an exception to the rule of Mandatory Acquisition (as determined in the Indenture);
- (ii) proposal to amend Clause 4.2 of the Indenture, which describes the return earned by debenture holders; and
- (iii) authorization for the trustee to execute an addendum to the Indenture to adjust it to the resolutions of the General Meeting of Debenture Holders.

GENERAL INFORMATION:

1. The documents pertaining to the matters on the Agenda are available to debenture holders at the Company's headquarters located at SIA Sul - Área de Serviços Públicos - Lote D - Bloco B, in the city of Brasília, Federal District, and at the headquarters of the trustee Pavarini Distribuidora de Títulos e Valores Mobiliários Ltda. located at Rua Sete de Setembro, 99, 24º andar, in the city and state of Rio de Janeiro.
2. Debenture holders represented by proxy must present the power-of-attorney instrument at the Meeting of Debenture Holders.

Brasília, December 1, 2008

Paulo Narcélio Simões Amaral

Investor Relations Officer

Brasil Telecom S.A.

"The Debentures referenced herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, and have not been, and may not be, offered or sold in the United States absent such a

registration or an applicable exemption from registration. "

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 01, 2008

BRASIL TELECOM S.A.

By: /s/ Paulo Narcélio Simões
Amaral

Name: Paulo Narcélio Simões
Amaral
Title: Chief Financial
Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
