

TELEFONICA BRASIL S.A.
Form 6-K
December 04, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 6-K**

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

For the month of December, 2018

Commission File Number: 001-14475

TELEFÔNICA BRASIL S.A.
(Exact name of registrant as specified in its charter)

TELEFONICA BRAZIL S.A.
(Translation of registrant's name into English)

Av. Eng° Luís Carlos Berrini, 1376 - 28° andar
São Paulo, S.P.
Federative Republic of Brazil
(Address of principal executive office)

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

Form 20-F

Form 40-F

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

Yes

No

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

Yes

No

X

TELEFÔNICA BRASIL S.A.

Publicly-held Company

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

MINUTES OF THE 168th MEETING OF THE FISCAL BOARD OF TELEFÔNICA BRASIL S.A., HELD ON DECEMBER 4, 2018

1. DATE, TIME AND PLACE: December 4, 2018, at 10 a.m., at Telefônica Brasil S.A. (“Company”) headquarters, located at Av. Eng. Luiz Carlos Berrini, 1376, Cidade Monções, capital of the State of São Paulo.

2. CALL NOTICE AND ATTENDANCE: The call notice was issued in accordance with the Company's Bylaws. The members of the Company's Fiscal Board (“Fiscal Board”) who subscribe to these minutes attended the Meeting, under the terms of the Bylaws. Also, Ms. Carolina Simões Cardoso, the Director of Corporate Affairs, attended the Meeting as Secretary of the Meeting.

3. AGENDA AND DELIBERATION: After examining and debating on the matter on the Agenda, the Fiscal Board members, who attended the Meeting, deliberated unanimously, as described below:

DISTRIBUTION OF INTEREST ON OWN CAPITAL OF THE COMPANY: The proposal of distribution of Interest on Own Capital (“IOC”) to be submitted to the deliberation of the Company’s Board of Directors, in the following terms:

“Proposal of deliberation of IOC based on the net income accounted in the balance sheet of October 31, 2018, in the gross amount of R\$1,350,000,000.00 (one billion, three hundred and fifty million reais), which is equivalent to R\$1,147,500,000.00 (one billion, one hundred and forty-seven million, five hundred thousand reais) net of income tax. The interest per share equals R\$0.74973852939 per common share (R\$0.63727774998 net of income tax) and R\$0.82471238233 per preferred share (R\$0.70100552498 net of income tax).

The Interest on Own Capital shall be credited individually to shareholders, in accordance to the shareholder registry book position by the end of December 17, 2018. After this date, the shares will be considered “ex-Interest on Own Capital”.

The Interest on Own Capital will be imputed to the minimum mandatory dividend of the fiscal year 2018 ad referendum of the General Shareholders Meeting, and the payment will be carried out before the end of 2019, in a date to be defined by the Company’s Board.”

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The Fiscal Board members unanimously issued a favorable opinion to the proposal, according to which consider such document in accordance to the applicable legislation.

4. CLOSING: Since there was no other business to be transacted, the meeting was closed and these minutes were drawn-up. São Paulo, December 4, 2018.

Flávio Stamm

Fiscal Board Member
Charles Edwards Allen
Fiscal Board Member

Cremênio Medola Netto

Fiscal Board Member
Carolina Simões Cardoso
Secretary of the Meeting

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 4, 2018

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