

TERREMARK WORLDWIDE INC.

Form SC TO-C

January 28, 2011

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

TERREMARK WORLDWIDE, INC.
(Name of Subject Company (Issuer))

VERIZON HOLDINGS INC.
a wholly-owned subsidiary of
VERIZON COMMUNICATIONS INC.
(Names of Filing Person (Offeror))

Common Stock, \$.001 par value
(Title of Class of Securities)

881448203
(CUSIP Number of Class of Securities)

William L. Horton, Jr., Esq.
Senior Vice President, Deputy General Counsel and Corporate Secretary
Verizon Communications Inc.
140 West Street
New York, NY 10007
Telephone: (212) 395-1000

(Name, address, and telephone numbers of person authorized to receive notices and
communications on behalf of filing persons)

Copies to:
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CALCULATION OF FILING FEE

| | |
|------------------------|-----------------------|
| Transaction Valuation* | Amount of Filing Fee* |
| Not Applicable* | Not Applicable* |

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

- Check the 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: Not applicable

Form or Registration No.: Not applicable

Filing Party: Not applicable

Date Filed: Not applicable

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 fee is a final amendment reporting the results of the tender offer:

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press release issued jointly by Verizon Communications Inc. and Terremark Worldwide, Inc. |

