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February 19, 2019

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: Notification, pursuant to Section 63.24(f) of the Commission's Rules, of a *pro forma* merger of Hibernia Atlantic U.S. LLC, a holder of blanket domestic Section 214 authority and international Section 214 authority (File No. ITC-214-20090612-00283) into GTT Americas, LLC

Dear Ms. Dortch:

GTT Americas, LLC ("GTT Americas") (FRN: 0025319039) and Hibernia Atlantic U.S. LLC ("Hibernia Atlantic") (FRN: 0014190151), by their attorneys and pursuant to Section 63.24(f) of the Federal Communications Commission ("Commission") rules, hereby notify the Commission of a *pro forma* Merger ("Merger") of Hibernia Atlantic into its commonly-owned affiliate, GTT Americas. Notice regarding this Merger has not been provided previously to the Commission.¹ In accordance with Section 63.24(f)(2) of the Commission's Rules, the companies provide the information requested in paragraphs (a) through (d) and (h) of Section 63.18 of the Commission's Rules.

GTT Americas is a limited liability company formed under the laws of the State of Delaware and has a principal place of business at 7900 Tysons One Place, Suite 1450, McLean, VA 22102. Its telephone number is (703) 442-5500. Hibernia Atlantic was a limited liability company formed under the laws of the State of Washington and had a principal place of business at 7900 Tysons One Place, Suite 1450, McLean, VA 22102. Prior to the Merger, Hibernia Atlantic held domestic Section 214 authority, global or limited global facilities-based and global or limited global resale international Section 214 authority, and a submarine cable landing license.² GTT Americas holds domestic Section 214 authority and global or limited global

¹ A separate *pro forma* notice of the Merger is being submitted to the Commission in connection with Hibernia Atlantic's submarine cable landing license.

² See File No. ITC-214-20090612-00283 (granted Dec. 11, 2009). Domestic authority was obtained by operation of rule. See 47 C.F.R. §63.01. See File No. SCL-MOD-20020412-00022 (granted July 3, 2002) (modification of the Cable Landing License granted in SCL-LIC-19990804-00012).

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facilities-based and resale international Section 214 authority.³

Description of the Merger

With this filing, GTT Americas notifies the Commission that, in a *pro forma* intracorporate reorganization effective January 22, 2019, GTT Americas merged with its commonly-owned affiliate, Hibernia Atlantic, and GTT Americas is the surviving entity of the Merger. Post-Merger, GTT Americas holds the submarine cable landing license previously held by Hibernia Atlantic. GTT Americas already holds domestic Section 214 authority and international Section 214 authority. Accordingly, GTT Americas is surrendering, in a separate filing, the international Section 214 authority previously held by Hibernia Atlantic. As a result of the Merger, all other assets and liabilities of Hibernia Atlantic have been assumed by GTT Americas.

Prior to the Merger, Hibernia Atlantic and GTT Americas were indirect, wholly-owned subsidiaries of GTT Communications, Inc. (“GTT Communications”), a publicly-traded and widely-held corporation formed under the laws of the State of Delaware. Following the Merger, GTT Americas remains a wholly-owned subsidiary of GTT Communications. Consequently there was no change in ultimate control of Hibernia Atlantic’s international Section 214 authorization or of GTT Americas and the Merger was *pro forma* pursuant to Commission rules. Diagrams of the pre- and post-Merger corporate structures are provided as *Exhibit A*.

Contact Information

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³ See File No. ITC-214-20020619-00332 (granted August 9, 2002). Domestic authority was obtained by operation of rule. See 47 C.F.R. §63.01.

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Ownership Information

Post-merger the following individuals or entities hold a ten percent (10%) or greater ownership interest in GTT Americas:

Name: GTT Communications, Inc.
Address: 7900 Tysons One Place
Suite 1450
McLean, VA 22102
Citizenship: U.S. (Delaware)
Principal Business: Communications
Interest held: 100% (directly in GTT Americas)

GTT Communications is a publicly-traded and widely-held corporation and, as such, its stock ownership varies daily. Based on filings made with the Securities and Exchange Commission and other information known to or provided to GTT Americas, to the best of GTT Americas' knowledge, the only individuals or entities holding, directly or indirectly, a ten percent (10%) or greater ownership interest, calculated in accordance with the Commission's ownership attribution rules, in GTT Communications are as follows:

Name: Universal Telecommunications, Inc. ("UTI")
Address: 1950 Old Gallows Rd., Suite 201
Vienna, VA 22182
Citizenship: U.S. (Delaware)
Principal Business: Investments
Interest held: Approx. 12.3% (directly in GTT Communications)

Name: Brian Thompson
Address: c/o Universal Telecommunications, Inc.
1950 Old Gallows Rd., Suite 201
Vienna, VA 22182
Citizenship: United States and Ireland
Principal Business: Individual
Interest held: Approx. 12.3% (indirectly in GTT Communications, as majority shareholder in UTI)

Name: The Spruce House Partnership LP ("Spruce House")
Address: c/o Spruce House Capital LLC
435 Hudson Street, 8th Floor
New York, NY 10014
Citizenship: U.S. (Delaware)

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Principal Business: Investment Fund
% Interest: Approx. 21.6% (directly in GTT Communications)

Name: Spruce House Capital LLC (“Spruce House Capital”)
Address: 435 Hudson Street, 8th Floor
New York, NY 10014
Citizenship: U.S. (Delaware)
Principal Business: Partnership
% Interest: Approx. 21.6% (indirectly in GTT Communications as the General Partner of Spruce House)

Name: Spruce House Investment Management LLC (“Spruce House Investment”)
Address: 435 Hudson Street, 8th Floor
New York, NY 10014
Citizenship: U.S. (Delaware)
Principal Business: Partnership
% Interest: Approx. 21.6% (indirectly in GTT Communications as the fund manager of Spruce House)⁴

Name: Zachary Sternberg
Benjamin Stein
Address: c/o Spruce House Investment Management LLC
435 Hudson Street, 8th Floor
New York, NY 10014
Citizenship: U.S.
Principal Business: Individuals
% Interest: Approx. 21.6% (indirectly in GTT Communications as the managing members of Spruce House Capital and Spruce House Investment)

To GTT Americas’ knowledge, no other person or entity has a 10% or greater ownership interest in GTT Communications through Spruce House. Apart from those identified above, no other individual or entity holds a ten percent (10%) or greater ownership interest in GTT Americas under the FCC’s ownership attribution rules.

⁴ See SEC Form 13-G filed by GTT Communications on November 8, 2018, available at <https://www.sec.gov/Archives/edgar/data/1315255/000119312518324669/d650934dsc13ga.htm>.

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Interlocking Directorates

Except for GC Pivotal, LLC d/b/a Global Capacity, a foreign carrier in Canada and the United Kingdom, Global Capacity Limited, a foreign carrier in the United Kingdom, and the foreign carriers listed below, with which GTT Americas is affiliated and may share certain officers and/or directors, GTT Americas does not have interlocking directorates with a foreign carrier. GTT Americas' foreign carrier affiliates operate within the following World Trade Organization member countries: Austria, Belgium, Brazil, Bulgaria, Canada, China, Czech Republic, Denmark, Finland, France, Germany, Hong Kong, Hungary; Ireland, Italy, Japan, Lithuania, Luxembourg, Netherlands, Poland, Portugal, Romania, Singapore, Slovakia, Spain, Sweden, Switzerland, Turkey, and the United Kingdom.

- 1) Accelerated Connections, a Canadian entity
- 2) Custom Connect B.V., a Dutch entity
- 3) Custom Connect MW B.V., a Dutch entity
- 4) Easynet Global Services GmbH, a German entity
- 5) Easynet S.R.L., an Italian entity
- 6) Easynet, a French entity
- 7) GTT Communications HK limited, a Hong Kong entity
- 8) GTT EMEA, Ltd., a United Kingdom entity
- 9) Hibernia Atlantic (Singapore) Private Limited, a Singapore entity
- 10) Hibernia Atlantic (UK) Limited, a United Kingdom entity
- 11) Hibernia Atlantic Cable System Limited, an Irish entity
- 12) Hibernia Atlantic Communications (Canada) Company, a Canadian entity
- 13) Hibernia Atlantic U.S. LLC, a Washington limited liability company
- 14) Hibernia Express (Canada) Limited, a Canadian entity
- 15) Hibernia Express (Ireland) Limited, an Irish entity
- 16) Hibernia Express (UK) Limited, a United Kingdom entity
- 17) Hibernia Media (UK) Limited, a United Kingdom entity
- 18) Hibernia Networks (Netherlands) B.V., a Dutch entity
- 19) Hong Kong Easynet Technology Company Limited, a Hong Kong entity
- 20) Interoute Austria GmbH, an Austrian entity
- 21) Interoute Belgium S.A., a Belgian entity

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- 22) Interoute Belgium, a Belgian entity
- 23) Interoute Bulgaria EDD, a Bulgarian entity
- 24) Interoute Communications Belgium, a Belgian entity
- 25) Interoute Communications Limited c/o Interoute Sweden AB, a Swedish entity
- 26) Interoute Communications Limited, a United Kingdom entity
- 27) Interoute Czech s.r.o., a Czech Republic entity
- 28) Interoute Finland Oy, a Finish entity
- 29) Interoute France SAS, a French entity
- 30) Interoute Germany GmbH, a German entity
- 31) Interoute Hungary Távközlési Kft., a Hungarian entity
- 32) Interoute Iberia, SA, a Spanish entity
- 33) Interoute İletisim Hizmetleri Limited Şirketi, a Turkish entity
- 34) Interoute Managed Service Sweden AB, a Swedish entity
- 35) Interoute Managed Services Belgium, a Belgian entity
- 36) Interoute Managed Services Netherlands B.V. SCHIPHOL-RIJK, a Dutch entity
- 37) Interoute Managed Services Suisse Sàrl, a Swiss entity
- 38) Interoute Poland Sp. z o.o., a Polish entity
- 39) Interoute S.p.A., an Italian entity
- 40) Interoute Singapore Pte. Limited, a Singapore entity
- 41) Interoute Slovakia s.r.o., a Slovakian entity
- 42) Interoute SRL (FOSTA CE COM ROMANIA), a Romanian entity
- 43) Perseus do Brasil Servicos de Tecnologia da Informacao Ltda, a Brazilian entity
- 44) Tinet GmbH, a German entity
- 45) Tinet S.pA, an Italian entity
- 46) Vianet, a French entity

GTT Americas provides, as **Exhibit B**, certification that the Merger was *pro forma* pursuant to Commission Rule 63.24 and that, together with all previous *pro forma* transactions, it does not result in a change in control.

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Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully submitted,



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*Counsel for Hibernia Atlantic U.S. LLC and
GTT Americas, LLC*

EXHIBITS

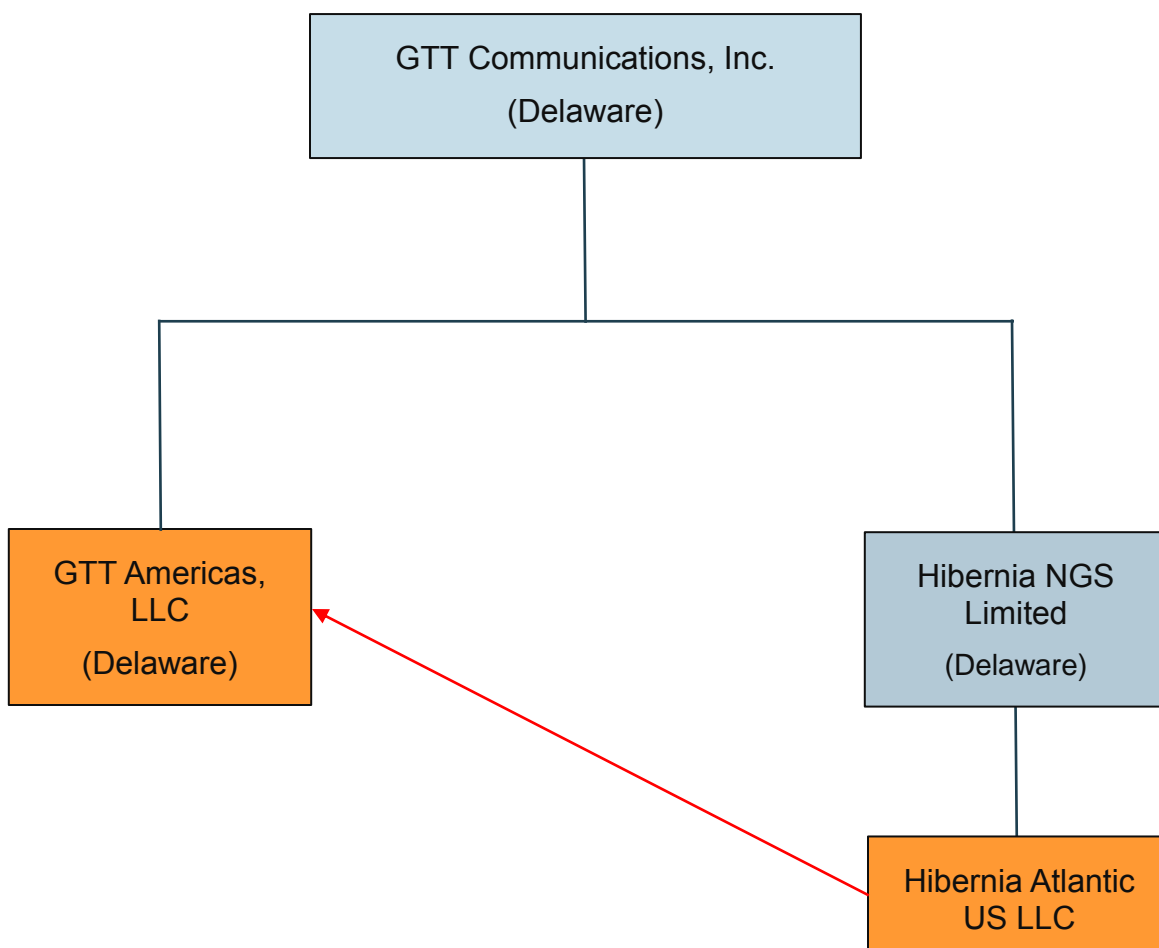
Exhibit A	Diagrams of the Corporate Ownership Structure of Hibernia Atlantic U.S. LLC and GTT Americas, LLC Prior to and Following the Consummation of the Merger
Exhibit B	Certification

Exhibit A

Organizational Chart

GTT Americas, LLC and Hibernia Atlantic US LLC

Pre-Merger Ownership Chart



Hibernia Atlantic merges into GTT Americas with GTT Americas as the surviving entity

GTT Americas, LLC

Post-Merger Ownership Chart

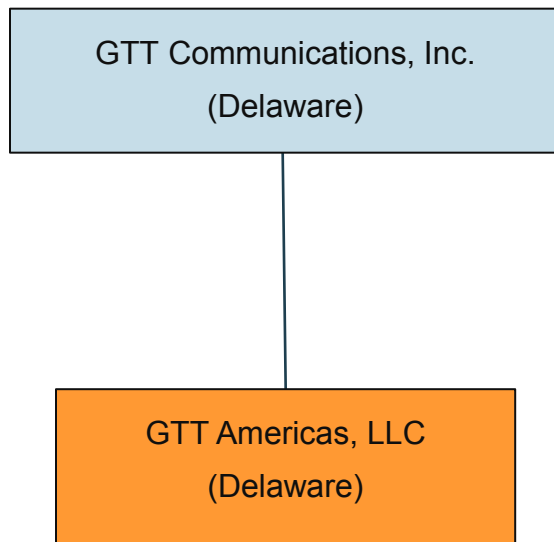



Exhibit B

Certification

Certification

The undersigned hereby certifies, on behalf of GTT Americas, LLC and with respect to the foregoing notification of a *pro forma* Merger, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the Merger was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this Merger, together with all previous *pro forma* Mergers, did not result in a change in ultimate control.

By: 

Tony Hansel
Vice President and Deputy General Counsel
GTT Communications, Inc.

Date: February 15, 2019