



Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, NW
Washington, DC 20007
Tel: (202) 342-8400
Fax: (202) 342-8451

May 10, 2021

Via IBFS

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* change to the ownership (i) of GTT Americas, LLC and GC Pivotal LLC, each a holder of blanket domestic and international Section 214 authority; and (ii) of Interoute US LLC, a holder of blanket domestic Section 214 authority, operating pursuant to parental international Section 214 authority, and a holder of a submarine cable landing license

Dear Ms. Dortch:

GTT Communications, Inc. (“GTT Communications”) (FRN: 0019208248) and its indirect wholly-owned subsidiaries, GTT Americas LLC (“GTT Americas”) (FRN: 0025319039) GC Pivotal LLC (“GC Pivotal”) (FRN: 0020748331), and Interoute US LLC (“Interoute US”) (FRN: 0030287973), together the “Parties,” 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* intracorporate reorganization (the “Reorganization”), pursuant to which the intermediate ownership of GTT Americas, GC Pivotal, and Interoute US has changed. In accordance with Section 63.24(f)(2) of the Commission’s Rules, the Parties provide below the information requested in paragraphs (a) through (d) and (h) of Section 63.18 of the Commission’s Rules. These *pro forma* changes took effect April 10, 2021. This notice is timely.

GTT Communications, a publicly-traded and widely-held corporation formed under the laws of the State of Delaware, operates through its subsidiaries as a global provider of commodity bandwidth, cloud networking services, dark fiber, and collocation services. GTT Americas, a limited liability company formed under the laws of the State of Delaware, was, prior to the Reorganization, a wholly-owned operating subsidiary of GTT Communications. GTT Americas holds domestic Section 214 authority and global or limited global facilities-based and resale international Section 214 authority.¹ GC Pivotal, a limited liability company formed

¹ 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.

under the laws of the State of Delaware, is a direct wholly-owned subsidiary of GTT Americas. GC Pivotal holds domestic Section 214 authority as well as facilities-based and resale international Section 214 authority.² Interoute US, a limited liability company formed under the laws of the State of Delaware, is also a direct wholly-owned subsidiary of GTT Americas. Interoute US holds domestic Section 214 authority by operation of law³ and operates pursuant to the international Section 214 authorization of GTT Americas.⁴ Following an intracorporate *pro forma* assignment in March 2021 (the “Pro Forma Assignments”), Interoute US also holds a submarine cable landing license originally granted to GTT Americas in File No. SCL-LIC-19990804-00012 on January 13, 2000, and modified in File No. SCL-MOD-20020412-00022.⁵

GTT Communications, GTT Americas, GC Pivotal, and Interoute US have their principal offices at 7900 Tysons One Place, Suite 1450, McLean, VA 22102; telephone number (703) 442-5500.

Description of the Reorganization

On April 10, 2021, GTT Communications and a number of its subsidiaries underwent the Reorganization. Prior to the Reorganization, GTT Americas was a direct wholly-owned subsidiary of GTT Communications. As part of the Reorganization, GTT Americas issued two series of membership interest to replace the prior membership interests held directly by GTT Communications. The I Series membership interest is a controlling tracking equity interest in the U.S. infrastructure business and related assets, conducted and held by Interoute US following the Pro Forma Assignments. GTT Communications directly holds 100% of the I Series in GTT Americas. The R Series membership interest is a controlling tracking equity interest in the remaining part of the GTT Americas business and assets. As a result of the Reorganization, the R Series is held directly by GTT Apollo, LLC, and indirectly by GTT Communications and its subsidiaries GTT RemainCo, LLC and GTT Apollo Holdings, LLC.

² See File Nos. ITC-214-20110201-00049 (granted March 18, 2011) and ITC-214-20061101-00500 (granted originally to Transbeam in 2006). Domestic authority was obtained by operation of rule. See 47 C.F.R. §63.01.

³ See 47 C.F.R. §63.01.

⁴ See *GTT Americas LLC’s Section 63.21(h) Notice of Subsidiary Operations Pursuant to its International Section 214 Authorization (ITC-214-20020619-00332)* (Mar. 31, 2021).

⁵ See *Notification, pursuant to Section 63.24(f) of the Commission’s Rules, of a pro forma assignment of assets, including a submarine cable landing license and related facilities*, IB File No. SCL-ASG-20210402-00019. The Commission-authorized submarine cable landing station is part of the system, known as the GTT Atlantic Cable System, which connects landing stations located in the United States (Lynn, Massachusetts), and abroad (Herring Cove, Nova Scotia, Canada; Dublin, Ireland; and Southport, United Kingdom).

GTT Communications has applied for Commission consent to the transfer of control of Interoute US to Cube Telecom Europe BidCo (“BidCo”)⁶ and anticipates that the I Series will be redeemed and liquidated following distribution of the net proceeds of the sale of Interoute US to GTT Communications. Through the R Series, GTT Apollo, LLC, and GTT Communications will retain control of the business of GTT Americas and its subsidiaries, including GC Pivotal, that are not being transferred to BidCo.

The Reorganization event is *pro forma* as it does not change the ultimate ownership of GTT Americas, GC Pivotal, and Interoute US. Immediately following the Reorganization, GTT Americas, GC Pivotal, and Interoute US conducted the same operations pursuant to the same Commission authorizations as they had just prior to the Reorganization. GTT Communications remains the ultimate owner and controller of all three companies. With respect to its regulated operations and assets apart from the U.S. infrastructure business, GTT Americas is now an *indirect* wholly-owned subsidiary of GTT Communications. GC Pivotal remains a direct wholly-owned subsidiary of GTT Americas, as does Interoute US.⁷ However, as a result of the Reorganization, indirect intermediary ownership of GC Pivotal has changed as well. Diagrams of the pre- and post-Reorganization corporate structure of GTT Americas, GC Pivotal, and Interoute US are provided as ***Exhibit A***.

Contact Information

Correspondence concerning this filing should be sent to:

Edward A. Yorkgitis, Jr.
Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007
Tel: (202) 342-8400
cyorkgitis@kelleydrye.com
wbrantl@kelleydrye.com

⁶ *Applications of GTT Communications, Inc., Interoute US LLC, and Cube Telecom Europe BidCo Limited For Grant of Authority to Complete a Transfer of Control of a Company Holding International and Domestic Section 214 Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended; to Transfer Control of a Company Holding a Submarine Cable Landing License; and For Grant of International Section 214 Authority*, FCC File Number(s): WC Docket No. 20-427, ITC-T/C-20201215-00209 and SCL-T/C-20201226-00048.

⁷ GTT Communications, GTT Americas, and Interoute US file this notice with respect to Interoute US out of an abundance of caution. GTT Communications, GTT Americas, and Interoute US submit that there has been no *pro forma* change of control of Interoute US, as GTT Communications retains a controlling equity membership interest in GTT Americas and Interoute US LLC, through its 100% ownership of the I Series. But if the Commission concludes that there has been a *pro forma* transfer of control of Interoute US, this letter serves as the required notice.

Ownership Information

Post-Reorganization, GC Pivotal and Interoute US remain direct wholly-owned subsidiaries of GTT Americas. The following individuals or entities hold a ten percent (10%) or greater ownership interest in GTT Americas:

Name: GTT Apollo, LLC
Address: 7900 Tysons One Place, Suite 1450, McLean, VA 22102
Citizenship: U.S. (Delaware)
Principal Business: Communications
Interest held: 100% direct interest in the R Series of GTT Americas;
100% indirect interest in GC Pivotal

Name: GTT Apollo Holdings, LLC
Address: 7900 Tysons One Place, Suite 1450, McLean, VA 22102
Citizenship: U.S. (Delaware)
Principal Business: Communications
Interest held: 100% direct interest in GTT Apollo, LLC, 100% indirect interest in in the R Series of GTT Americas, and 100% indirect interest in GC Pivotal

Name: GTT RemainCo, LLC
Address: 7900 Tysons One Place, Suite 1450, McLean, VA 22102
Citizenship: U.S. (Delaware)
Principal Business: Communications
Interest held: 95% direct interest in GTT Apollo Holdings, LLC, 100% indirect interest in the R Series of GTT Americas, and 100% indirect interest in GC Pivotal

Name: GTT Communications, Inc.
Address: 7900 Tysons One Place, Suite 1450, McLean, VA 22102
Citizenship: U.S. (Delaware)
Principal Business: Communications
Interests held: 100% direct interest in the I Series of GTT Americas which equates to a 100% indirect interest in Interoute US.

100% direct interest in GTT RemainCo, LLC, 100% indirect interest in the R Series of GTT Americas, and 100% indirect interest in GC Pivotal

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 Communications, to the best of the Parties' knowledge, the only individuals or entities directly or indirectly holding a ten percent (10%) or greater ownership interest in GTT Communications, calculated in accordance with the Commission's ownership attribution rules, 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. 10.7% (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. 10.7% (indirectly in GTT Communications, as Chief Executive Officer and majority shareholder in UTI, a family-held business)

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 held: Approx. 27.1% (directly in GTT Communications)

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 held: Approx. 27.1% (indirectly in GTT Communications as the co-equal managing members of Spruce House Investment)

To the Parties' knowledge, no other person or entity has a 10% or greater ownership interest in GTT Communications through Spruce House.

Apart from those individuals and entities identified above, no other individual or entity holds a ten percent (10%) or greater ownership interest in GTT Americas, GC Pivotal, or Interoute US, directly or indirectly, under the FCC's ownership attribution rules.

Interlocking Directorates

Except for the foreign carriers listed immediately below, with which GTT Americas, GC Pivotal, and Interoute US are affiliated and may share certain officers and/or directors, GTT Americas, GC Pivotal, and Interoute US do not have interlocking directorates with a foreign carrier.

The foreign carrier affiliates of GTT Americas, GC Pivotal, and Interoute US (listed below) 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.

Accelerated Connections, Inc.
Easynet SAS
GC Pivotal LLC
GTT Americas LLC
GTT Austria GmbH (Austria)
GTT Belgium BV (Belgium)
GTT Cloud Austria GmbH
GTT Communications Belgium NV
GTT Communications d.o.o. Beograd (Serbia)
GTT Communications GmbH
GTT Communications HK Limited

GTT Communications India Private Limited
GTT Communications Srl
GTT Communications Switzerland Sarl
GTT Communications, Inc.
GTT Finland Oy
GTT France SAS
GTT Germany Gmbh
GTT Hungary Telecommunications Limited Liability (Hungary) (also known as Interoute Hungary)
GTT International BV (Netherlands) (Belgium, Luxembourg)
GTT International BV (United Kingdom)
GTT International BV also known as KPN Eurorings BV (United Kingdom)
GTT International Germany BV
GTT International Network Services Hong Kong Limited (Hong Kong)
GTT International Telekomunikasyon Hizmetleri Limited Sirketi
GTT Italy Srl (Italy))
GTT Poland sp z.o.o (Poland)
GTT Romania Srl
GTT Slovakia S.R.O
GTT Switzerland SARL
GTT-EMEA Limited
Hibernia Atlantic (UK) Limited (UK)
Hibernia Atlantic Cable System Limited (Ireland) (Austria, Belgium, France, Germany, Luxembourg, Netherlands, Poland, Portugal, Spain, Sweden, Switzerland, United Kingdom)
Hibernia Atlantic Communications (Canada) Company (Canada)
Hibernia Atlantic Singapore Pvt Ltd (Singapore)
Hibernia Express (Ireland) Limited (Ireland)
Hibernia Express (UK) Limited (UK)
Hibernia Express Ireland Limited (Ireland) (United Kingdom)
Hibernia Media (UK) Limited (UK) (Austria, Finland, France, Germany, Lithuania, Netherlands, Spain, Sweden)
Interoute Cloud Czech s.r.o
Interoute Cloud Italy S.r.l
Interoute Cloud Netherlands B.V.
Interoute Cloud Netherlands B.V. - Hungary Branch

Interoute Cloud Netherlands B.V. - Norway Branch
Interoute Cloud Netherlands B.V. - Poland Branch
Interoute Cloud Netherlands B.V. - Romania Branch
Interoute Cloud Netherlands B.V. - Slovakia Branch
Interoute Cloud Spain S.L.U.
Interoute Cloud UK Limited (UK)
Interoute Communications Holding Limited (UK)
Interoute Communications Limited (Sweden)
Interoute Communications Limited (UK) (Luxembourg, United Kingdom)
Interoute Communications LLC
Interoute Czech SRO (Czech)
Interoute Hong Kong Limited (Hong Kong)
Interoute Iberia SAU (Spain)
Interoute iletism Hizmetleri Sirketi (Turkey)
Interoute Managed Services AB (Sweden)
Interoute Managed Services Denmark A/S
Interoute Managed Services Hong Kong Limited
Interoute Media Services Ltd (UK)
Interoute Networks Limited (UK)
Interoute Singapore Pte. Limited
Perseus Technology Holdings USA Inc.
Perseus Telecom Limited
Videokonferensbolaget Försäljning I Sverige AB

The Parties provide, as ***Exhibit B***, a certification that the Reorganization was *pro forma* pursuant to Commission Rule 63.24 and that, together with all previous *pro forma* transactions, they do not result in a substantive change in control.

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

Respectfully submitted,

/s/ Edward A. Yorkgitis, Jr. _____

Edward A. Yorkgitis, Jr.

Winafred Brantl

Kelley Drye & Warren LLP

3050 K Street, NW Suite 400

Washington, D.C. 20007

(Tel): (202) 342-8400

cyorkgitis@kelleydrye.com

wbrantl@kelleydrye.com

*Counsel for GTT Communications, Inc.,
GTT Americas, LLC, GC Pivotal, LLC
and Interoute US LLC*

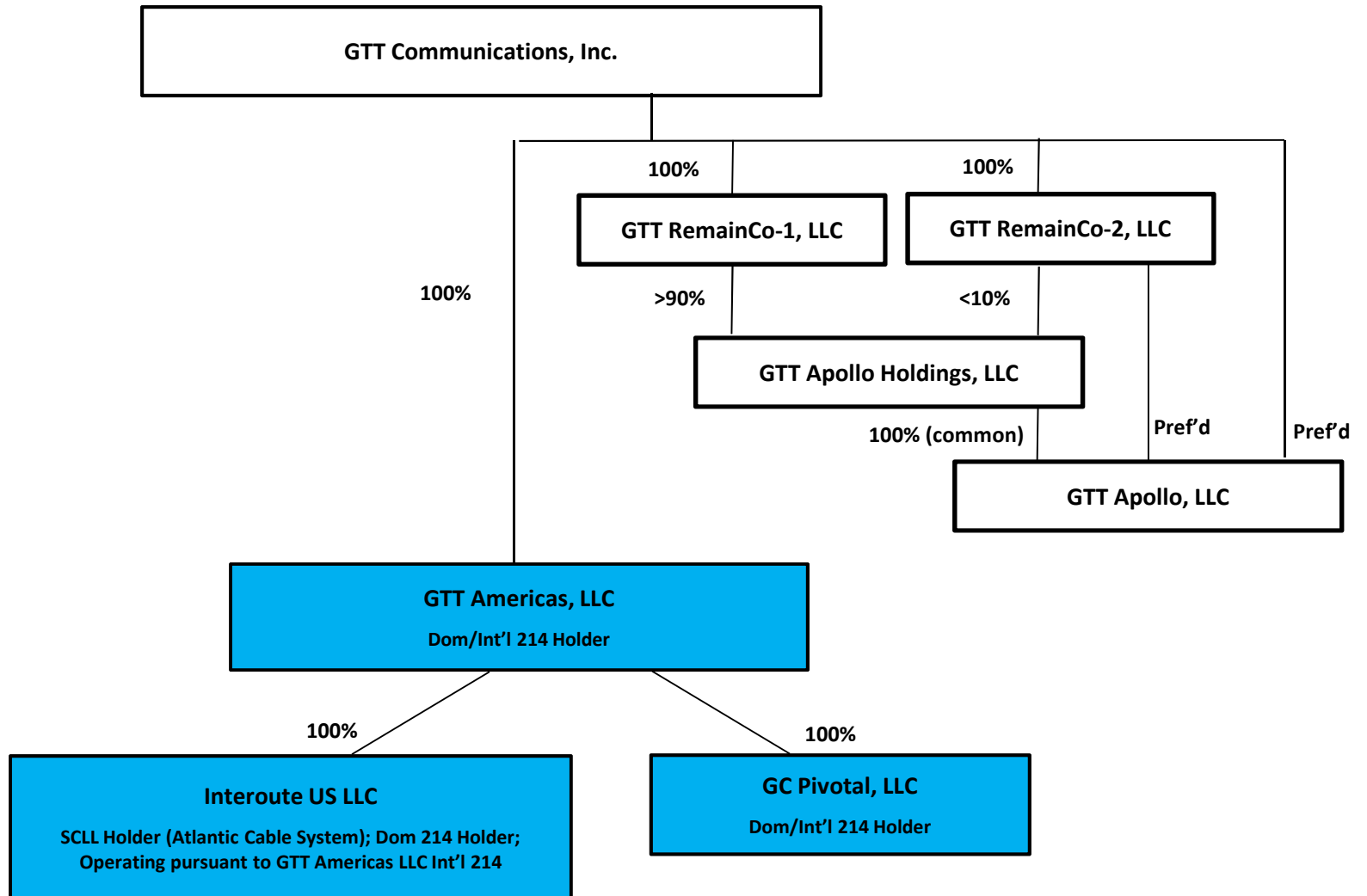
EXHIBITS

Exhibit A	Diagrams of the Corporate Ownership Structure of GTT Americas, LLC, GC Pivotal, LLC, and Interoute US LLC Prior to and Following the Consummation of the Reorganization
Exhibit B	Certification

Exhibit A

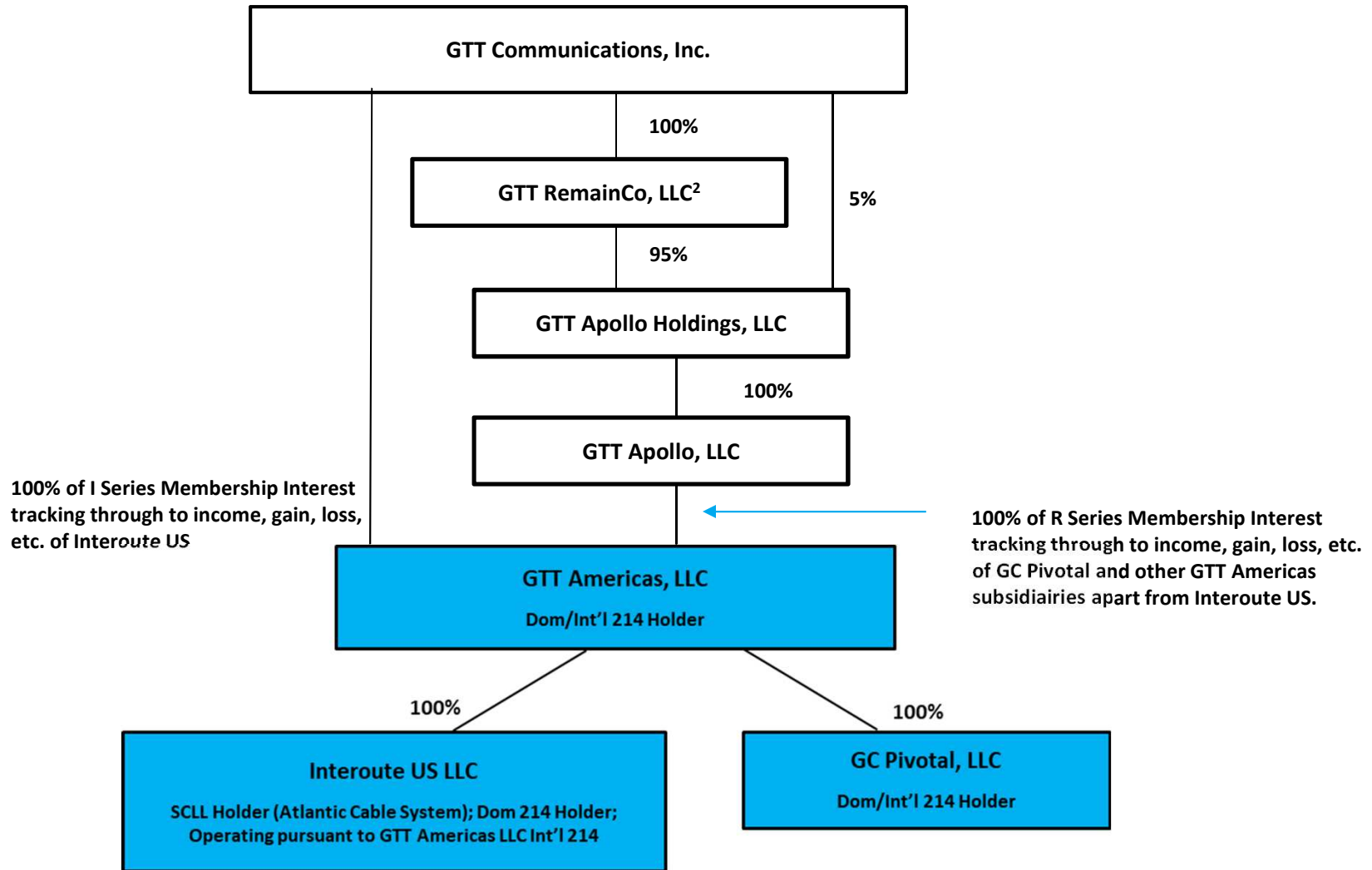
Organizational Charts

**GTT Communications and Relevant Subsidiaries¹
before April 10, 2021 *Pro Forma* Reorganization**



¹ Subsidiaries of GTT Communications, Inc. not directly involved in the revised ownership of license-holders are not included in this chart.

**GTT Communications and Relevant Subsidiaries¹
after April 10, 2021 Pro Forma Reorganization**



¹ Subsidiaries of GTT Communications, Inc. not directly involved in the revised ownership of license-holders are not included in this chart.

² The result of a merger of GTT RemainCo-1, LLC and GTT RemainCo-2, LLC as part of the Reorganization.

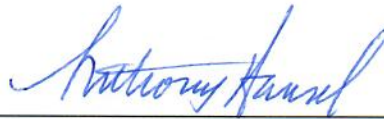
Exhibit B

Certification

Certification

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

By: _____



Tony Hansel
SVP, Deputy General Counsel
GTT Communications, Inc.

Date: May 10, 2021