

TELE NORTE CELULAR PARTICIPACOES SA
Form 6-K
July 11, 2005

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of July 2005

Tele Norte Celular Participações S.A.
(Tele Norte Celular Holding Company)
(Translation of Registrant's Name Into English)

SCN QUADRA 3, Bloco A, Sobreloja
70713-000 Brasilia - DF,
Brazil
(Address of Principal Executive Offices)

(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

(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

(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

SIGNATURES

Pursuant to the requirement 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.

Tele Norte Celular Participações S.A.

Date: July 11, 2005

By: /s/ Ricardo Del Guerra Perpetuo

Name: Ricardo Del Guerra Perpetuo
Title: Chief Financial Officer and
Head of Investor Relations

EXHIBIT INDEX

SIGNATURES

99.1 Management and Related Persons Negotiation of Securities Issued by the Company.

to the effective time, each issued and outstanding award of Warner Chilcott restricted ordinary shares and restricted share units held by Section 16 reporting officers and directors of Warner Chilcott will become fully vested and will be cancelled and converted into the right to receive from New Actavis, net of applicable tax withholdings, 0.160 of a New Actavis ordinary share for each Warner Chilcott ordinary share subject to the award immediately prior to the effective time.

All holders of unvested awards of Warner Chilcott restricted ordinary shares and restricted share units are entitled to dividend-equivalent cash bonus payments (or in certain jurisdictions, dividends) with respect to their outstanding awards in an amount equal to the amount of dividends paid by Warner Chilcott during the applicable vesting periods. These dividend-equivalent cash bonus payments (or dividends, as applicable) vest and become payable at the time the associated Warner Chilcott restricted ordinary share or restricted share unit awards vest.

3. Exercising Vested Options as an Alternative

Prior to the effective time, and subject to any administrative limitations imposed in respect of the days immediately prior to the effective time in order to facilitate the treatment of options to purchase Warner Chilcott ordinary shares in the scheme, you will continue to have the right to exercise any vested and outstanding option to purchase Warner Chilcott ordinary shares held by you to the extent not yet exercised, provided you (i) are not part of the Window Group (as defined below), (ii) have no restrictions pursuant to the *Warner Chilcott Statement of Policy Concerning Trading Policies* and (iii) are not in possession of material non-public information concerning Warner Chilcott. The Window Group includes colleagues deemed to have regular access to material non-public information, including (i) all

directors and executive officers of Warner Chilcott and their household members, (ii) all officers of Warner Chilcott with the title Vice President or above and their household members and (iii) certain other blackout employees (collectively, the **Window Group**). In addition, prior to the effective time, your awards of Warner Chilcott restricted ordinary shares and restricted share units (both time-based and performance-based) and options to purchase Warner Chilcott ordinary shares will operate in the ordinary course pursuant to the applicable plan documents, including your award agreements. In accordance with the terms of the Transaction Agreement, any Warner Chilcott ordinary shares that you hold as of the effective time, whether as a result of the exercise of vested options to purchase Warner Chilcott ordinary shares, settlement of outstanding equity awards or otherwise, will be converted, pursuant to the scheme, into 0.160 of a New Actavis ordinary share, with cash being paid in lieu of any New Actavis fractional shares. Any proceeds received pursuant to the scheme may be subject to additional tax withholdings.

4. Additional Information

For additional information regarding the scheme and the terms of the Transaction Agreement, please see the Joint Proxy Statement/Prospectus, which is also available on Warner Chilcott's website at www.wcrx.com in the Investor Relations section under the SEC Filings tab (and is included by way of hyperlink in the e-mail to which this letter is attached) .

The directors of Warner Chilcott consider the contents of this letter to be a complete and accurate summary of the material features of how the acquisition will affect your outstanding Warner Chilcott equity awards and, if you hold any vested options to purchase Warner Chilcott ordinary shares, your possible alternative of exercising such options prior to the effective time. In addition, the directors of Warner Chilcott, who have been so advised by Deutsche Bank Securities Inc. (**Deutsche Bank**), consider the terms of the treatment of the outstanding equity awards as set out in this document to be fair and reasonable based on Deutsche Bank's opinion as to the fairness, from a financial point of view, of the exchange ratio to the holders of Warner Chilcott ordinary shares as of the date of its opinion. In providing advice to the directors of Warner Chilcott, Deutsche Bank has taken account of the commercial assessments of such terms by the directors of Warner Chilcott.

If you hold vested options to purchase Warner Chilcott ordinary shares, the directors of Warner Chilcott are expressing no view as to whether the alternative described in section 3 above may or may not be more advantageous than the consequences described in section 2.

Yours faithfully,

/s/ Paul M. Bisaro
Paul M. Bisaro

On behalf of Actavis, Inc.

/s/ Roger M. Boissonneault
Roger M. Boissonneault

On behalf of Warner Chilcott Public
Limited Company