

TELE SUDESTE CELULAR PARTICIPACOES SA

Form SC TO-C

August 27, 2004

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As filed with the Securities and Exchange Commission on August 27, 2004

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1) OR 13(e)(1) of the Securities
Exchange Act of 1934**

**TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.
(Name of Subject Company (issuer))**

**BRASILCEL N.V.
PORTUGAL TELECOM, SGPS, S.A.
PT MÓVEIS, SGPS, S.A.
TELEFÓNICA MÓVILES, S.A.**

(Name of Filing Person (offeror))

**Preferred shares, without par value
American Depositary Shares (as evidenced by American Depositary Receipts),
each representing 5,000 Preferred Shares
Common shares, without par value
(Title of Class of Securities)**

**879252104 (American Depositary Shares)
(CUSIP Number of Class of Securities)**

**S. Todd Crider, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000**

**(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of the Person(s) Filing Statement)**

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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EXHIBIT INDEX

EX-99.1.1: AMENDED ENGLISH TRANSLATION OF NOTICE OF MATERIAL FACT

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 1.1 | Amended English translation of Notice of Material Fact dated August 25, 2004. |