

TELESP CELLULAR HOLDING CO /ADR/

Form 6-K

February 27, 2006

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of the

Securities Exchange Act of 1934

For the month of February, 2006

Commission File Number 333 - 09470

TELESP CELULAR PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

Telesp Cellular Holding Company

(Translation of Registrant's name into English)

Av. Roque Petroni Jr., 1464

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4° Andar Lado A

04707-000 São Paulo, SP

Federative Republic of Brazil

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

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

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1. **Earnings Release of Telesp Celular Participações S.A. for the Fourth Quarter and Full Year of 2005, dated February 23, 2006***
2. **Earnings Release of Celular CRT Participações S.A. for the Fourth Quarter and Full Year of 2005, dated February 23, 2006***
3. **Notice to Shareholders, dated February 23, 2006***
4. **Press release, dated February 23, 2006***

* Expressly incorporated by reference into Telesp Celular Participações S.A.'s Registration Statement on Form F-4/A, filed with the Securities and Exchange Commission on January 24, 2006 (SEC File No. 333-130410), and in the Prospectus, dated January 24, 2006, included therein.

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São Paulo - Brazil, February 23, 2006 Telesp Celular Participações S.A. (TCP) (BOVESPA: TSPP3 (ON = Common Shares) / TSPP4 (PN = Preferred Shares); NYSE: TCP), announced today its consolidated results for fourth quarter 2005 and year 2005 (4Q05 and 2005). The Company's operating and financial information, except as otherwise indicated, is presented in Brazilian reais in accordance with Brazilian Corporate Law. TCP controls: (i) 100% of the share capital of Telesp Celular S.A. (TC); (ii) 100% of the share capital of Global Telecom S.A. (GT); and (iii) 90.59% of the voting capital (52.47% of the total capital), of Tele Centro Oeste Celular Participações S.A. (TCO) (since February 22nd, 2006 TCP holds 100% of TCO).

HIGHLIGHTS

R\$ million	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	Accum.		
						2005	2004	Δ%
Net operating revenue	1,981.4	1,865.0	6.2%	1,953.1	1.4%	7,473.2	7,341.0	1.8%
Net service revenues	1,665.4	1,596.4	4.3%	1,596.9	4.3%	6,361.0	6,165.6	3.2%
Net handset revenues	316.0	268.6	17.7%	356.2	-11.3%	1,112.2	1,175.4	-5.4%
Total operating costs	(1,563.4)	(1,337.7)	16.9%	(1,340.8)	16.6%	(5,434.1)	(4,752.9)	14.3%
Depreciation and amortization	(410.6)	(410.7)	0.0%	(355.1)	15.6%	(1,552.4)	(1,273.5)	21.9%
Net income	(318.0)	(215.2)	47.8%	(234.7)	35.5%	(909.2)	(490.1)	85.5%
Loss per share (R\$ per share)	(0.48)	(0.32)	47.8%	(0.50)	-4.1%	(1.37)	(1.05)	31.3%
Loss per ADR (R\$)	(0.48)	(0.32)	47.8%	(0.50)	-4.1%	(1.37)	(1.05)	31.3%
Number of shares (million)	662.3	662.3	0.0%	468.7	41.3%	662.3	468.7	41.3%
Capex	611.5	244.3	150.3%	511.5	19.6%	1,557.7	1,395.0	11.7%
Capex over net revenues	30.9%	13.1%	17.8 p.p.	26.2%	4.7 p.p.	20.8%	19.0%	1.8 p.p.
Customers (thousand)	20,201	19,370	4.3%	17,631	14.6%	20,201	17,631	14.6%
Net additions (thousand)	830	371	123.8%	1,268	-34.5%	2,570	4,330	-40.6%

Telesp Celular Participações (controlling shareholder of Tele Centro Oeste Participações S.A.), along with Tele Leste Celular Participações S.A., Tele Sudeste Celular Participações S.A. and Celular CRT Participações S.A., make up the assets of the joint venture undertaken by Telefónica Móviles and Portugal Telecom that operates under the **VIVO** brand, *Top of Mind* within its coverage area. VIVO Group is a pioneer in 3rd generation services in Brazil, having launched the **CDMA EV-DO** technology in the main cities of the country and having won more than 40 prizes in 2005. In December 2005, VIVO Group exceeded 29 million customers, thus keeping its market leadership.

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TELESP CELULAR PARTICIPAÇÕES S.A.

TCP HIGHLIGHTS

Christmas campaign **focused on high value market segments.**

4Q05

TCP's **customer base** rose 14.6% in relation to 4Q04, recording 20,201 thousand customers.

Acquisition mix in the accumulated total for 2005 presented an increase in the postpaid segment which represented 10.5% of net adds, 7.3 p.p. superior when compared to the 2004.

In the comparison with 4Q04, **the postpaid customer base** grew 9.5%, showing the results of the campaigns for acquisition of customers in this segment.

Reduction of the **SAC** by 13.0% in the quarter, which reflects the Company's selling efforts and better commercial costs.

Post-paid ARPU recorded 8.6% increase in relation to 4Q04. In comparison with 3Q05, growth of 2.6%.

Post-paid MOU increased by 4.5%, with addition of 10 minutes, in relation to 4Q04.

Subscription and usage revenue increased by 1.4% and 10.2% in 4Q05 in relation to 3Q05 and 4Q04, respectively.

Sustained growth in **data revenues** by 43.0% in the year-to-year comparison, accounting for 6.6% of the net services revenue, in 4Q05.

Launching of new corporate solutions focused on **high speed** in data transmission, such as **Smart Mail 3G** and **VIVO ZAP 3G**.

In the State of São Paulo, 100% coverage of the municipalities in its SMP area with CDMA 1xRTT digital technology and use of CDMA2000 1xEV-DO technology in the city of São Paulo.

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VIVO	Vivo launched a campaign in October 2005, called <i>Vivo e Você na Copa</i> (Vivo and You in the World Soccer Cup), which is focused on the current customer base (post and prepaid), aiming at increasing profitability. Such campaign will take 75 customers with companion to watch Brazil's games in the 2006 World Soccer Cup, being valid until March 31, 2006. To end the year, Vivo granted an unprecedented and quite attractive benefit, easily understood by the customers, which was intended to exploit freedom in using wireless phones with the <i>Natal Bônus Livre</i> (Free Bonus Christmas), a bonus of R\$ 40/month (during 6 months) for local calls to any direction (wireless or fixed telephone), conditioned upon monthly recharge and punctual payment of postpaid bills, in addition to a data package (SMS and MMS).
<i>Distribution Channels</i>	On December 31, 2005, TCP had more than 200 own purchase points, in addition to an efficient network of accredited dealers, whether exclusive or not, totaling more than 5,500 points of purchase, which are able to market services and cellular handsets, thus making the Company also a leader in number of distribution channels.
<i>Technological Innovations</i>	Vivo launched the Corporate 3G, in the cities of São Paulo, Rio de Janeiro and Curitiba, with the purpose of increasing the options already made available by it to corporate clients. An example of such service is the <i>Vivo Smart Mail</i> , which allows personal information to be accessed, at real time, from a PDA. Another innovation is the <i>Globalmoto</i> , first world cell phone of a Brazilian operator that works automatically in places where CDMA is not applicable achieving international roaming over more than 170 countries.
<i>Other Events</i>	<p>On December 2, 2005 the Supreme Federal Court judged favorably an injunction based on the unconstitutionality of the base for the calculus of the PIS and of the COFINS. The said injunction was filed by TCO and consequent to the decision, the Company promoted the reversal of the outstanding provision in the amount of R\$ 9.5 million. The other Companies, TC, TCP and GT carry similar injunctions, which altogether add up to R\$ 140.3 million as of December 31, 2005 and, relative to these injunctions, the referred Companies will wait for the respective decisions by the Supreme Federal Courts to proceed the reversal of the relative provisions.</p> <p>The Norte Brasil Telecom (PA, AM, AP, RR and MA), the Telemat Celular S/A (MT), the Teleacre Celular S/A (AC) and the Teleron Celular S/A (RO) obtained the approval by the ADA (Agência de Desenvolvimento da Amazônia) and the Receita Federal for the fiscal incentives to the reduction of the IRPJ (Income Tax) through the income from exploration. The said benefit is retroactive to 2004 and will be used up till 2013. The Companies will have the respective rights granted in the amounts of R\$ 20.4 millions and R\$11.6 millions related to the years 2004 and 2005, respectively.</p>
<i>Basis for Presentation of Results</i>	<p>The accumulated totals for 2005 and 2004 correspond to the values recorded in the twelve-month period ended on December 31 of the above mentioned years.</p> <p>Some information disclosed for 4Q04, 3Q05 and accumulated 2004 were re-classified, as applicable, for comparison purposes. Figures disclosed are subject to differences, due to rounding-up procedures.</p>

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	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	Accum.		
						2005	2004	Δ%
Total number of customers (thousand)	20,201	19,370	4.3%	17,631	14.6%	20,201	17,631	14.6%
Contract	3,116	3,055	2.0%	2,845	9.5%	3,116	2,845	9.5%
Prepaid	17,085	16,315	4.7%	14,786	15.5%	17,085	14,786	15.5%
Market Share (*)	45.2%	46.5%	-1.3 p.p.	51.4%	-6.2 p.p.	45.2%	51.4%	-6.2 p.p.
Net additions (thousand)	830	371	123.8%	1,268	-34.5%	2,570	4,330	-40.6%
Contract	60	87	-31.1%	59	2.0%	270	138	95.5%
Prepaid	770	284	171.2%	1,209	-36.3%	2,300	4,192	-45.1%
Market Share of net additions (*)	27.5%	17.6%	9.9 p.p.	31.4%	-3.9 p.p.	24.8%	40.0%	-15.2 p.p.
Market penetration (*)	49.3%	46.2%	3.1 p.p.	39.2%	10.1 p.p.	49.3%	39.2%	10.1 p.p.
SAC (R\$)	131	151	-13.0%	141	-6.8%	146	136	7.0%
Monthly Churn	1.6%	1.7%	-0.1 p.p.	1.8%	-0.2 p.p.	1.6%	1.6%	0.0 p.p.
ARPU (in R\$/month)	28.3	27.7	2.0%	31.6	-10.6%	28.2	33.4	-15.5%
Contract	95.2	92.8	2.6%	87.7	8.6%	90.1	89.7	0.4%
Prepaid	14.9	14.5	2.5%	18.6	-20.1%	15.5	19.7	-21.3%
Total MOU (minutes)	71	74	-3.7%	84	-15.2%	75	88	-14.5%
Contract	230	236	-2.6%	220	4.5%	226	219	3.1%
Prepaid	40	42	-4.0%	55	-26.7%	45	58	-22.3%
Employees	4,258	4,120	3.3%	4,217	1.0%	4,258	4,217	1.0%

(*) source: Anatel

**Operating Highlights of
TeleSP Celular
Participações (TCP)**

Continued market leadership as a result of the increase in the **customer base** by 14.6% over 4Q04, reaching 20,201 thousand customers, with growth of 9.5% of postpaid customers. Net additions in this segment totaled 270 thousand customers in 2005, an important increase in relation to 2004.

In 4Q05, **post-paid net additions** increased by 2.0% over the same period of last year and 9.5% in the year over date total, reflecting once again the Company's successful commercial efforts focused on this segment.

SAC decreased by 13.0% and 6.8% over 3Q05 and 4Q04, respectively, as a result of the reduction in the total subsidy, at the same time maintaining the customer retention efforts, especially in medium and high end.

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The **postpaid ARPU** of R\$ 95.2 recorded a 8.6% increase in relation to 4Q04 and 2.6% in relation to 3Q05, resulting from the increase in the outgoing ARPU. The blended ARPU of R\$ 28.3 recorded a reduction of 15.5% in relation to 2004, reflecting the reduction in the prepaid ARPU, which occurred, among other factors, due to the outbound traffic and the MOU of this segment.

The **post-paid MOU** increased by 4.5% in relation to 4Q04, and 3.1% in the comparison between the accumulated total for 2005 and 2004, mainly due to the increase in the outbound MOU of the post-paid customer base. The drop in the Total MOU is a result of the change occurred in the customer mix, with a slight increase in the prepaid customer base, having in mind that the prepaid MOU is impacted by the reduction in the fixed-to-mobile inbound traffic.

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<i>R\$ million</i>	According to Corporate Law								
							Accum.		
	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	2005	2004	Δ%	
Subscription and Usage	830.8	819.5	1.4%	753.8	10.2%	3,117.7	2,827.9	10.2%	
Network usage	666.9	678.6	-1.7%	778.4	-14.3%	2,837.5	3,023.3	-6.1%	
Other services	167.7	98.3	70.6%	64.7	159.2%	405.8	314.4	29.1%	
Net service revenues	1,665.4	1,596.4	4.3%	1,596.9	4.3%	6,361.0	6,165.6	3.2%	
Net handset revenues	316.0	268.6	17.7%	356.2	-11.3%	1,112.2	1,175.4	-5.4%	
Net Revenues	1,981.4	1,865.0	6.2%	1,953.1	1.4%	7,473.2	7,341.0	1.8%	

Net Services Revenue