

BRASIL TELECOM HOLDING CO
Form 6-K
May 17, 2005

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

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

THROUGH MAY 17, 2005

(Commission File No. 1-14477)

BRASIL TELECOM PARTICIPAÇÕES S.A.
(Exact name of registrant as specified in its charter)

BRAZIL TELECOM HOLDING COMPANY
(Translation of Registrant's name into English)

**SIA Sul, Área de Serviços Públicos, Lote D, Bloco B
Brasília, D.F., 71.215-000
Federative Republic of Brazil**
(Address of Registrant's principal executive offices)

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 if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1).

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).

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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If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Investor Relations

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Media Relations

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Free Translation

BRASIL TELECOM PARTICIPAÇÕES S.A.

Publicly-held Corporation

Corporate Taxpayers Registry 02.570.688/0001-70

Board of Trade 53 3 0000581 8

MATERIAL FACT

Brasil Telecom Participações S.A. (BTP) announces that it was informed by Opportunity Prime Investment Services Ltd. that, as a result of agreed adjustments, the latter is committed to sell, directly or indirectly, 9,857,000,000 (nine billion, eight hundred and fifty-seven million) BTP nominative common shares to Telecom Italia S.p.A. in a period not to exceed 24 (twenty four) months starting from April 28, 2005.

The aforementioned transaction is subject to a number of conditions to closing.

Brasília, Brazil, May 16, 2005.

Paulo Pedrão Rio Branco

Investor Relations Officer

Brasil Telecom Participações S.A.

SIGNATURE

Pursuant to the requirements 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.

Date: May 17, 2005

BRASIL TELECOM PARTICIPAÇÕES S.A.

By: /s/ Paulo Pedrão Rio Branco

Name: Paulo Pedrão Rio
Branco
Title: Financial Executive
Officer
