

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**

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

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**SCHEDULE TO  
(Rule 14d-100)**

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

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**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)**

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**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**

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