

TELESP CELLULAR HOLDING CO /ADR/  
Form F-6EF  
March 27, 2006

**As filed with the Securities and Exchange Commission on March 27, 2006**

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

**VIVO PARTICIPAÇÕES S.A.**

**(Formerly known as Telesp Celular Participações S.A.)**

(Exact name of issuer of deposited securities as specified in its charter)

**Vivo Holding Company**

(Translation of issuer's name into English)

Federative Republic of Brazil

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**The Bank of New York**

**ADR Division**

**One Wall Street, 29<sup>th</sup> Floor**

**New York, New York, 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

#### **CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
American Depositary Shares representing preferred shares of Vivo Participações S.A.	500,000,000	\$5.00	\$25,000,000.00	\$2,675.00
	American Depositary Shares			

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

EMM-829241\_3

The prospectus consists of the proposed form of American Depositary Receipt filed as Exhibit 1 to this Registration Statement, which is incorporated herein by reference.

EMM-829241\_3

## PART I

### INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1.

Name and address of depositary

Introductory Article

2.

Title of American Depositary Receipts and

Face of Receipt, top center

identity of deposited securities

Terms of Deposit:

(i)

The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii)

The procedure for voting, if any,

Articles number 15, 16 and 18

the deposited securities

(iii)

The collection and distribution of

Articles number 4, 12, 13,

dividends

15 and 18

(iv)

The transmission of notices, reports

Articles number 11, 15, 16

and proxy soliciting material

and 18

(v)

The sale or exercise of rights

Articles number 13, 14, 15

and 18

(vi)

The deposit or sale of securities

Articles number 12, 13, 15,

resulting from dividends, splits

17 and 18

or plans of reorganization

(vii)

Amendment, extension or termination

Articles number 20 and 21

of the deposit agreement

(viii)

Rights of holders of Receipts to inspect

Article number 11

the transfer books of the depositary and

the list of holders of Receipts

(ix)

Restrictions upon the right to deposit

Articles number 2, 3, 4, 5, 6 and 8

or withdraw the underlying securities

(x)

Limitation upon the liability

Articles number 14, 18, 19 and 21

of the depositary

3.

Fees and Charges

Articles number 7 and 8

Item - 2.

Available Information

Public reports furnished by issuer

Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a-1.

Amended and Restated Deposit Agreement dated as of November 2, 1998 among Telesp Celular Participações S.A., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder, but excluding the form of Receipt originally filed as Exhibit A to that document. Incorporated by reference to Exhibit 1 to the Registration Statement on Form F-6 filed by Telesp Celular Participações S.A. on October 18, 2002 (Registration No. 333-100644).

a-2.

Amended form of Receipt of Vivo Participações S.A. to be attached as Exhibit A to the Amended and Restated Deposit Agreement. -- Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 27, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for preferred shares of Vivo Participações S.A.

By: The Bank of New York,

As Depositary

By: /s/ Joanne F. DiGiovanni

Joanne F. DiGiovanni

Vice President

- # -

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Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of São Paulo, State of São Paulo, Brazil, on March 27, 2006.

VIVO PARTICIPAÇÕES S.A.

(Formerly known as Telesp Celular Participações

S.A.)

By:

/s/ Roberto Oliveira de Lima

Name:

Roberto Oliveira de Lima

Title:

Chief Executive Officer

By:

/s/ Paulo Cesar Pereira Teixeira

Name:

Paulo Cesar Pereira Teixeira

Title:

Executive Vice President for Finance,

Planning and Control

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on March 27, 2006.

**Signature**

**Title**

/s/ Roberto Oliveira de Lima

Chief Executive Officer

Roberto Oliveira de Lima

/s/ Paulo Cesar Pereira Teixeira

Executive Vice President for Finance,

Paulo Cesar Pereira Teixeira

Planning and Control

(Principal Financial Officer)

/s/ Carlos Cesar Mazur

Principal Accounting Officer

Carlos Cesar Mazur

/s/ Fernando Xavier Ferreira

Chairman of the Board of Directors

Fernando Xavier Ferreira

\_\_\_\_\_  
Vice Chairman of the Board of Directors

Carlos Manuel de Lucena e Vasconcellos Cruz

/s/ Shakhaf Wine \_\_\_\_\_

Director

Shakhaf Wine

/s/ Felix Pablo Ivorra Cano \_\_\_\_\_

Director

Felix Pablo Ivorra Cano

/s/ Ignacio Aller Malo \_\_\_\_\_

Director

Ignacio Aller Malo

/s/ Luis Paulo Reis Cocco \_\_\_\_\_

Director

Luis Paulo Reis Cocco

\_\_\_\_\_  
Director

Luiz Kaufmann

\_\_\_\_\_  
Director

Henry Philippe Reichstul

\_\_\_\_\_  
Director

António Gonçalves de Oliveira

/s/ Donald J. Puglisi \_\_\_\_\_

Authorized Representative in the United States

Donald J. Puglisi

Managing Director

Puglisi & Associates

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1	Amended form of Receipt of Vivo Participações S.A.
4	Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.
5	Certificate under Rule 466

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