

TELE SUDESTE CELULAR PARTICIPACOES SA
Form 6-K
October 12, 2004

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 October, 2004

Commission File Number 001-14485

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

Tele Sudeste Cellular Holding Company

(Translation of Registrant's name into English)

**Praia de Botafogo, 501, 7o andar
22250-040 Rio de Janeiro, RJ, 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

BRASILCEL N.V., THE HOLDING COMPANY THAT CONTROLS VIVO, THE SOUTHERN HEMISPHERE'S LARGEST WIRELESS COMMUNICATIONS GROUP, ANNOUNCES THE CONCLUSION OF THE VOLUNTARY CASH PUBLIC TENDER OFFERS FOR SHARES OF TELE SUDESTE, TELE LESTE AND CELULAR CRT.

PRESS RELEASE

São Paulo, Brazil - October 8, 2004 - Tele Sudeste Celular Participações S.A. - (" Tele Sudeste ") (BOVESPA: TSEP3 (common shares); TSEP4 (preferred shares); NYSE: TSD); Tele Leste Celular Participações S.A. - (" Tele Leste ") (BOVESPA: TLCP3 (common shares); TLCP4 (preferred shares); NYSE: TBE); Celular CRT Participações S.A. - (" CRT ", and, together with Tele Sudeste e Tele Leste, the " Companies ") (BOVESPA: CRTP3 (common shares) / CRTP5 (preferred shares)) inform their respective shareholders that, on this date, the Voluntary Public Tender Offers ("VTOs") for the purchase of common and preferred shares of the Companies by Brasilcel N.V. (" Brasilcel "), controlling shareholder of the Companies, have been concluded.

Through a Notice of Material Fact published on August 25, 2004 , Brasilcel commenced, with respect to holders of common shares and preferred shares issued by the Companies, voluntary public tender offers for the purchase of common and preferred shares of the Companies up to the following maximum numbers of shares issued by each of the Companies:

	CRT		Tele Leste		Tele Sudeste	
	Common Shares	Preferred Shares	Common Shares	Preferred Shares	Common Shares	Preferred Shares
Maximum number of shares (by class)	60,529,000	441,690,000	16,723,247,000	92,499,407,000	7,332,479,000	12,699,707,000

In this way, considering the maximum numbers of shares to be acquired of each of the Companies, each shareholder that tendered shares in the VTOs will have, for each share tendered, due to a pro rata allocation, the following number of shares acquired by Brasilcel:

	CRT		Tele Leste		Tele Sudeste	
	Common Shares	Preferred Shares	Common Shares	Preferred Shares	Common Shares	Preferred Shares
Number of shares to be acquired for each tendered share (by class)	0.5376	0.5531	0.3403	0.4250	1	0.6284

After the VTOs, Brasilcel and the persons directly or indirectly linked to Brasilcel will hold the following numbers of common and preferred shares issued by the Companies:

	CRT		Tele Leste		Tele Sudeste	
	Common Shares	Preferred Shares	Common Shares	Preferred Shares	Common Shares	Preferred Shares
Number of shares (by class)	1,229,846,760	936,851,713	114,810,418,296	128,323,263,625	173,785,258,887	234,320,352,451
Percentage in relation to the total of shares of the class	91.04%	49.72%	68.65%	40.94%	91.74%	90.27%

After settlement of the purchase of shares in the VTOs, it is expected that there will be approximately 702,470 outstanding American Depositary Shares (ADSs) representing preferred shares of Tele Sudeste (not including ADSs held by Brasilcel or its affiliates) and approximately 1,385,169 outstanding ADSs representing preferred shares of Tele Leste, based on available information.

Due to these acquisitions, Brasilcel will increase its direct and indirect ownership interest in the capital stock of the Companies as follows: from 51.45% to 66.98% of CRT, from 27.86% to 50.58% of Tele Leste and from 86.68% to 90.89% of Tele Sudeste. The purpose of the acquisitions is to increase the ownership interest of Brasilcel in the capital stock of the Companies, there being no intention, at this moment, of acquiring additional shares issued by any of the Companies, or any agreement or contract in this regard, or that governs the right to vote at any of the Companies.

VIVO - Investor Relations

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This press release contains forward-looking statements. Such statements do not constitute historical facts and reflect the expectations of management of the Companies, are forward-looking statements. The words "anticipates," "believes," "estimates," "expects," "forecasts," "intends," "plans," "predicts," "projects" and "targets", as well as other similar words are intended to identify these statements, which necessarily involve risks that may or may not be known to the Company. Accordingly, the actual results of operations of the Companies may be different from its current expectations, and the reader should not place undue reliance on these forward-looking statements. Forward-looking statements speak only as of the date they are made, and the Companies does not undertake any obligation to update them in light of new information or future developments.

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: October 08, 2004

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

By: /s/ Fernando Abella Garcia

Fernando Abella Garcia
Investor Relations Officer

FORWARD-LOOKING STATEMENTS

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liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
