

TELE SUDESTE CELULAR PARTICIPACOES SA

Form 6-K

June 02, 2005

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 June, 2005

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

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

Publicly-held Company

CVM nº 1762-0

C.N.P.J. nº 02.558.129/0001-45

N.I.R.E. 33.3.002.681.9-7

NOTICE TO SHAREHOLDERS

We hereby communicate to the Shareholders, in supplementation to the Notice to Shareholders published on March 30, 2005, that:

(a) where as not all the shares offered at the auctions held on May 20 and 25, 2005 in the São Paulo Stock Exchange – BOVESPA for placement of shares resulting from the reverse split of shares of the Company have been sold; and

(b) where as the unsold shares will be offered again for sale at an auction to be held on May 31, 2005 and, if necessary, at other auctions up to that time as all the shares are sold.

The proceeds from the sale of the shares traded at the auctions held on May 20 and 25, 2005 and at the subsequent auction(s) will be made available to the holders of fractional shares after the placement of all the shares, on such date and in such manner as may be previously communicated to the shareholders.

The shares to be offered at the auctions have not been registered under the North-American Securities Act, 1933, as amended (the " *Securities Act* ") and may not be offered or sold in the United States of America or to any U.S. person (as such term is defined in *Regulation S* under the *Securities Act*), unless said shares are registered under the terms of the *Securities Act* or in case of an exception to the registration requirements under the terms of the *Securities Act* .

Rio de Janeiro, May 25, 2005

Arcadio Luis Martinez Garcia
Investor Relations Officer
Tele Sudeste Celular Participações S.A.

VIVO – Investor Relations
Tel: +55 11 5105-1172
Email: ri@vivo.com.br
Information available from: www.vivo.com.br/ri

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: June 2, 2004

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

By: /s/ Arcadio Luis Martinez Garcia

Arcadio Luis Martinez Garcia
Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, 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.
