

TELE SUDESTE CELULAR PARTICIPACOES SA

Form SC TO-C

August 25, 2004

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As filed with the Securities and Exchange Commission on August 25, 2004

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

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

**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
Common shares, without par value
(Title of Class of Securities)**

**N/A
(CUSIP Number of Class of Securities)**

**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)**

- b** Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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NOTICE OF A MATERIAL FACT

PRESS RELEASE

PRESS RELEASE

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EXHIBIT INDEX

Exhibit No.	Description
1.1	Notice of a Material Fact dated August 25, 2004.
1.2	Press Release dated August 24, 2004.
1.3	Text of Notice of Material Fact issued by Portugal Telecom and Press Release issued by Telefónica Móviles dated August 25, 2004 relating to the Tender Offers.