

TELE SUDESTE CELULAR PARTICIPACOES SA

Form 6-K

February 25, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of February, 2003

Commission File Number: 001-14485

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 of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

TELE SUDESTE CELLULAR HOLDING COMPANY

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Item

1. Press Release entitled *Tele Sudeste Celular Participações S.A. Announces the Increase of the Share Capital* dated February 24, 2003.

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

Announces the Increase of the Share Capital

February 24, 2003 (02 pages)

For more information, please contact:

Charles E. Allen

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A., Brazil

Tel.: (55-11) 3549-7200
Fax: (55-11) 3549-7202
E-mail: callen@telesp.com.br
URL: www.telefonica.com.br

(São Paulo Brazil), (February 24, 2003) TELE SUDESTE CELULAR PARTICIPAÇÕES S.A. (NYSE: TSD; BOVESPA: TSEP) hereby informs that the Board of Directors approved the increase of the share capital resulted from the corporate restructuring process that happened in three steps during the period from October to November in 2000. This restructuring process involved the Company as well as its controlling and controlled companies all in accordance with the relevant facts published on October 11, 2000, on November 14, 2000 and on December 4, 2000.

The amortization of the goodwill resulted from the corporate restructuring process caused a fiscal gain of R\$93,516,558.61 (ninety three million, five hundred and sixteen thousand, five hundred and fifty eight reais and sixty one cents), representing credit to the controlling shareholders, Sudestecel Participações S.A. and Tagilo Participações Ltda., which will be used for this increase of the share capital. The Company will issue new common shares according to the article #171 of the Law #6,404/76, which guarantees the preference right. The resources generated from eventual exercises of the preference right should be credited to Sudestecel Participações S.A. and Tagilo Participações Ltda.

1. TOTAL VALUE OF THE SHARES SUBSCRIPTION AND THE INCREASE OF THE SHARE CAPITAL
R\$93,516,558.61 (ninety three million, five hundred and sixteen thousand, five hundred and fifty eight reais and sixty one cents)

2. AMOUNT AND TYPE OF SHARES TO BE ISSUED
18,591,761,155 (eighteen billion, five hundred and ninety one million, seven hundred and sixty one thousand and one hundred and fifty five) book-entry common shares with no par value.

3. ISSUANCE PRICE
R\$5,03 (five reais and three cents) per lot of thousand common shares.

The issuance price of the shares (common) corresponds to the weighted average trading price of the last 20 trading days at Bovespa, immediately prior February 12, 2003, inclusive.

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4. DIVIDENDS

The new shares issued will have the right to receive the dividends and/or the interest on the Company's net worth declared for the year 2003.

5. PERIOD TO EXERCISE THE PREFERENCE RIGHT

Starting: February 21, 2003

Ending: March 22, 2003

6. PROPORTION FOR THE SUBSCRIPTION RIGHT

In order to determine the amount of shares that the shareholder can subscribe, the amount of shares that the shareholder holds on February 19, 2003 should be multiplied by the following figures:

Type of shares	Figure	Type to be subscribed
Common	0.044906935224	Common
Preferred	0.044906935224	Common

7. PAYMENT

In cash, at the moment of the subscription act.

8. AUTHORIZATION FOR THE SUBSCRIPTION

8.1. The shareholders to be entitled the right to the subscription are those who have acquired the shares up to February 19, 2003. The shares acquired from February 20, 2003 on, will be considered ex-subscription right.

8.2. ADR s holders: The new shares will not be registered under the Securities Act of 1933 and can not be offered or sold in the United States or to North American citizens.

8.3. The shareholders who prefer to negotiate their subscription rights during the period to exercise the preference right should request the document to transfer the rights that will be issued by the depository entity of the book entry shares, Banco Real, or by the Custodians (Stock Exchanges).

8.4. The Custodians will be able to subscribe the shares on their own behalf, in the proportion of the rights corresponding to the amount of shares in custody.

9. LEFTOVERS

There will be no leftovers.

10. DOCUMENTATION FOR SUBSCRIPTION AND ASSIGNMENT OF RIGHTS

The shareholders must submit the following original documents or relevant certified copies:

10.1. Individuals: identity card, individual taxpayer s enrollment card (CPF) and address of residence.

10.2. Legal entities: CNPJ/MF registration card, restated or updated Articles of Incorporation/Association or By-laws, the Minutes of the Shareholders Meeting that elected the Executive Board currently in office, as well as evidence of address of place of business.

10.3. In the event of representation by power of attorney, it will be necessary to submit the relevant public instrument with certified signatures.

11. PLACE OF SERVICE

Banco Real branches.

12. DEADLINE FOR DELIVERY OF SHARES

By no later than 5 (five) day upon homologation of the Increase in the Share Capital.

Rio de Janeiro, February 20th, 2003

Gilmar Roberto Pereira Camurra

Investors Relations Director

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.

TELE SUDESTE CELLULAR HOLDING COMPANY

Date: February 24, 2003.

By:

/s/ CHARLES E. ALLEN

Name:

Charles E. Allen

Title:

Investor Relations Director