

Vivo Participacoes S.A.
Form SC 13D/A
February 23, 2009

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

VIVO PARTICIPAÇÕES S.A.

(Name of Issuer)

American Depositary Shares (as evidenced by American Depositary Receipts) each representing one share of Preferred Stock

(Title of Class of Securities)

928555S200

(CUSIP Number)

Martijn Warmerdam

Flevolaan 41A

1411 KC NAARDEN

P.O. Box 5081

1410 AB NAARDEN

The Netherlands

+31 35 695 9000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

Alex Bafi, Esq.

Herbert Smith LLP

Exchange House

Primrose Street

London EC2A 2HS

United Kingdom

+44 20 7374 8000

February 11, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 928555S200

- | | |
|-----|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Cyrte Investments B.V. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) |
| | (a) <input checked="" type="checkbox"/> X |
| | (b) <input type="checkbox"/> O |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
Not applicable |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> O |
| 6. | Citizenship or Place of Organization
The Netherlands |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
18,585,008(1) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
18,585,008(1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
18,585,008 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> O |
| 13. | Percent of Class Represented by Amount in Row (11)
7.9% (2) |
| 14. | Type of Reporting Person (See Instructions)
OO |

(1) The Reporting Persons collectively own 18,585,008 American Depositary Shares each representing one share of Preferred Stock of Vivo Participações S.A.

(2) The calculation of the foregoing percentage is based on 234,369,011 shares of Preferred Stock of Vivo Participações S.A. outstanding as of December 31, 2008, as reported on the issuer's current report on Form 6-K filed with the Securities and Exchange Commission on February 18, 2009.

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CUSIP No. 928555S200

- | | | |
|---|--|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Cyrte Investments GP III B.V. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | X |
| | (b) | O |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
Not applicable | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O | |
| 6. | Citizenship or Place of Organization
The Netherlands | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
15,585,008(1) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
15,585,008(1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
15,585,008 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O | |
| 13. | Percent of Class Represented by Amount in Row (11)
7.9% (2) | |
| 14. | Type of Reporting Person (See Instructions)
OO | |

(1) The Reporting Persons collectively own 18,585,008 American Depositary Shares each representing one share of Preferred Stock of Vivo Participações S.A.

(2) The calculation of the foregoing percentage is based on 234,369,011 shares of Preferred Stock of Vivo Participações S.A. outstanding as of December 31, 2008, as reported on the issuer's current report on Form 6-K filed with the Securities and Exchange Commission on February 18, 2009.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Cyrte Fund III C.V.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
The Netherlands

7.	Sole Voting Power	0
8.	Shared Voting Power	15,585,008(1)
9.	Sole Dispositive Power	0
10.	Shared Dispositive Power	15,585,008(1)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
15,585,008
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.9% (2)
14. Type of Reporting Person (See Instructions)
OO

(1) The Reporting Persons collectively own 15,585,008 American Depositary Shares each representing one share of Preferred Stock of Vivo Participações S.A.

(2) The calculation of the foregoing percentage is based on 234,369,011 shares of Preferred Stock of Vivo Participações S.A. outstanding as of December 31, 2008, as reported on the issuer's current report on Form 6-K filed with the Securities and Exchange Commission on February 18, 2009.

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CUSIP No. 928555S200

- | | |
|-----|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Aviva plc |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
Not applicable |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O |
| 6. | Citizenship or Place of Organization
England and Wales |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
15,585,008(1) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
15,585,008(1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
15,585,008 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O |
| 13. | Percent of Class Represented by Amount in Row (11)
7.9% (2) |
| 14. | Type of Reporting Person (See Instructions)
OO |

(1) The Reporting Persons collectively own 15,585,008 American Depositary Shares each representing one share of Preferred Stock of Vivo Participações S.A.

(2) The calculation of the foregoing percentage is based on 234,369,011 shares of Preferred Stock of Vivo Participações S.A. outstanding as of December 31, 2008, as reported on the issuer's current report on Form 6-K filed with the Securities and Exchange Commission on February 18, 2009.

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CUSIP No. 928555S200

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Aviva Group Holdings Limited | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | X |
| | (b) | O |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
Not applicable | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O | |
| 6. | Citizenship or Place of Organization
England and Wales | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
15,585,008(1) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
15,585,008(1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
15,585,008 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O | |
| 13. | Percent of Class Represented by Amount in Row (11)
7.9% (2) | |
| 14. | Type of Reporting Person (See Instructions)
OO | |

(1) The Reporting Persons collectively own 15,585,008 American Depositary Shares each representing one share of Preferred Stock of Vivo Participações S.A.

(2) The calculation of the foregoing percentage is based on 234,369,011 shares of Preferred Stock of Vivo Participações S.A. outstanding as of December 31, 2008, as reported on the issuer's current report on Form 6-K filed with the Securities and Exchange Commission on February 18, 2009.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Aviva International Insurance Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
Not applicable
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
England and Wales

7.	Sole Voting Power	0
8.	Shared Voting Power	15,585,008(1)
9.	Sole Dispositive Power	0
10.	Shared Dispositive Power	15,585,008(1)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
15,585,008
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.9% (2)
14. Type of Reporting Person (See Instructions)
OO

(1) The Reporting Persons collectively own 15,585,008 American Depositary Shares each representing one share of Preferred Stock of Vivo Participações S.A.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Aviva Insurance Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
Not applicable
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
Scotland

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 15,585,008(1)
	9.	Sole Dispositive Power