

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form 6-K

September 02, 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 September, 2004

Commission File Number 001-14489

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

Tele Centro Oeste Celular Participações Holding Company

(Translation of Registrant's name into English)

SCS - Quadra 2, Bloco C, Edifício Anexo-Telebrásília Celular

-7° Andar, Brasília, D.F.

Federative Republic of 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

TELESP CELULAR PARTICIPAÇÕES S.A.

Public Company with Authorized Capital

CNPJ nr 02.558.074/0001-73

NIRE 35300158792

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

Public Company with Authorized Capital

CNPJ nr 02.558.132/0001-69

NIRE 53300005800

**STATEMENT OF
MATERIAL FACT**

Telesp Celular Participações S.A. and Tele Centro Oeste Celular Participações S.A. ("TCO"), in continuation to what was disclosed in the statement of material fact published on August 25, 2004, inform their respective shareholders that, having occurred the discussions with Bolsa de Valores de São Paulo ("Bovespa") regarding the Voluntary Tender Offer to acquire preferred shares issued by TCO mentioned in such statement of material fact ("VTO") and the procedures for the auction that will take place at BOVESPA, the Public Notice of the VTO was published on this date contemplating the definite terms and conditions to the implementation of the VTO.

São Paulo, September 01, 2004.

TELESP CELULAR PARTICIPAÇÕES S.A.

Fernando Abella Garcia

Investors Relationship Officer

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

Luís André Carpintero Blanco

Investors Relationship Officer

