

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form SC TO-C

August 27, 2004

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**As filed with the Securities and Exchange Commission on August 27, 2004**

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) of the Securities Exchange Act of 1934**

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**TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.**

**(Name of Subject Company (issuer))**

**TELESP CELULAR PARTICIPAÇÕES S.A.**

**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**

**American Depositary Shares (as evidenced by American Depositary Receipts),  
each representing 3,000 Preferred Shares**

**(Title of Class of Securities)**

**87923P105 (American Depositary Shares)**

**(CUSIP Number of Class of Securities)**

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**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)**

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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**EXHIBIT INDEX**

**EX-99.1.1: AMENDED ENGLISH TRANSLATION OF NOTICE OF MATERIAL FACT**

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**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 1.1                       | Amended English translation of Notice of Material Fact dated August 25, 2004. |