

TELEMIG CELULAR PARTICIPACOES SA  
Form SC TO-T  
April 08, 2008

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

**TELEMIG CELULAR PARTICIPAÇÕES S.A.**

(Name of Subject Company)

**TCO IP S.A.**

a subsidiary of

**VIVO PARTICIPAÇÕES S.A.**

(Names of Filing Persons Offeror)

**Preferred Shares, no par value, and American Depositary Shares,  
each representing two Preferred Shares**  
(Title of classes of securities)

**87944E105**  
(CUSIP number of preferred stock)

**Carlos Raimar Schoeninger**

**Financial Planning and Investor Relations Director**

**Av. Dr. Chucri Zaidan, 860**

**1 andar-lado A-Morumbi**

**04583-110 Sao Paulo**

**Tel: +5511 7420-1170**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

**Diane G. Kerr, Esq.**

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CALCULATION OF FILING FEE

Transaction valuation\* \$271,024,884.9

Amount of filing fee\*\* \$10,651.28

\* Estimated for purposes of calculating the filing fee pursuant to Rule 0-11(d) only. The Transaction Valuation was calculated assuming the purchase of 7,257,020 preferred shares, no par value (including preferred shares represented by American Depositary Shares), other than shares owned directly or indirectly by the Filing Persons, at a purchase price of R\$63.90 in cash per preferred share. As of April 4, 2008 there were 22,741,002 preferred shares outstanding (including preferred shares represented by American Depositary Shares), of which 969,932 preferred shares are owned directly or indirectly by the Filing Persons. As a result, this calculation assumes the purchase of 7,257,020 outstanding preferred shares. The Transaction Value was calculated in Brazilian reais (R\$) and converted into U.S. dollars at the noon buying rate as published by the Federal Reserve Bank of New York on April 4, 2008 of US\$1 = R\$1.7110.

\*\* Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \_\_\_\_\_  
Form or Registration No.: \_\_\_\_\_

Filing Party: \_\_\_\_\_  
Date Filed: \_\_\_\_\_

\*\* The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 5 for fiscal year 2007, is US\$39.30 per US\$1 million (prorated for amounts less than US\$1 million) of the aggregate Transaction Value. Accordingly, the filing fee is calculated by multiplying the aggregate Transaction Valuation by 0.00003930.

\*\* Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

**Items 1 through 9 and Item 11.**

This Tender Offer Statement on Schedule TO (the "Schedule TO") relates to the offer by TCO IP S.A. ("TCO IP"), a company controlled by Vivo Participações S.A. ("Vivo") and Vivo S.A., both corporations organized under the laws of Brazil and, with Vivo S.A. being wholly-owned by Vivo Participações, to purchase up to 7,257,020 preferred shares, including preferred shares represented by American Depositary Shares (the "ADSs"), of Telemig Celular Participações S.A., a corporation organized under the laws of Brazil (the "Company"), at a price of R\$63.90 per preferred share (for reference, equivalent to approximately U.S.\$74.68 per ADS based on (i) one ADS representing two preferred shares and (ii) the average of the buy and sell U.S. dollar-Brazilian *real* exchange rates indicated under transaction PTAX 800, option 5 published by the Central Bank of Brazil through the SISBACEN system at 7:00 p.m., Brasilia time, on April 4, 2008, which was U.S.\$1.00 = R\$1.711, in cash, net of stock exchange and settlement fees, any applicable brokerage fees or commissions and applicable withholding taxes, upon the terms and subject to the conditions set forth in the offer to purchase dated April 8, 2008 (the "Offer to Purchase") and in the related letter of transmittal (the "Letter of Transmittal"), copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer") and in the related Brazilian offer documents, which are attached hereto as Exhibit (a)(1)(C). The information set forth in the Offer to Purchase, including, without limitation, all schedules thereto, and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 and 11 of this Schedule TO.

**Item 10. Financial Statements.**

Not applicable.

**Item 12. Exhibits.**

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase dated April 8, 2008.
(a)(1)(B)	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(C)	Notice of Voluntary Tender offer for Acquisition of preferred Shares issued by Telemig Celular Participações S.A., and Telemig Celular S.A. dated April 8, 2008 (English translation).
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)	Summary Advertisement published on April 8, 2008 in <i>The New York Times</i> .
(a)(5)(A)	Press release issued by Vivo on August 2, 2007 (filed on Schedule TO by Vivo on August 10, 2007).
(a)(5)(B)	Material fact filed by Vivo with Comissão de Valores Mobiliários, the Stock Exchange Commission of Brazil ("CVM"), on August 2, 2007 (filed on Schedule TO by Vivo on August 10, 2007).
(a)(5)(C)	Analyst and investor presentation presented by Vivo on August 2, 2007 (filed on Schedule TO by Vivo on August 10, 2007).
(a)(5)(D)	Valuation Report as per CVM Instruction 361 prepared by BES Investimento do Brasil S.A. Banco de Investimento for Vivo Participações S.A. on Telemig Celular Participações S.A. and Telemig Celular S.A.
(a)(5)(E)	Press release issued by Vivo on April 8, 2008.
(b)	None.

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Exhibit No.	Description
(d)(1)(A)	Stock Purchase Agreement dated as of August 2, 2007 among Telpart Participações S.A. and Vivo Participações S.A., having as intermediary parties Telemig Celular Participações S.A. and Tele Norte Celular Participações S.A. (filed on Form 6-K by Vivo on August 13, 2007).
(d)(1)(B)	Stock Purchase Agreement dated as of December 20, 2007 among Vivo Participações S.A. and Telemar Norte Leste S.A.
(d)(1)(C)	None.
(d)(2)	None.
(g)(1)	Confidentiality Agreement between Telpart Participações and Vivo Participações dated as of March 19, 2007.
(g)(2)	None.
(h)	None.

**Item 13. Information Required by Schedule 13E-3.**  
Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 8, 2008

TCO IP S.A.

By: /s/ Ernesto Gardelliano  
Name: Ernesto Gardelliano  
Title: Chief Financial Officer

Vivo Participações S.A.

By: /s/ Ernesto Gardelliano  
Name: Ernesto Gardelliano  
Title: Investor Relations Officer