

TELESP CELLULAR HOLDING CO /ADR/

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 1-14493

TELESP CELULAR PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

Telesp Cellular Holding Company

(Translation of Registrant's name into English)

Av. Roque Petroni Jr., no.1464, 6th floor part, "B"building

04707-000 - São Paulo, SP

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

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

Public Company with Authorized Capital

CNPJ nr 02.558.132/0001-69

Preferred shares ISIN code BRTCOCACNPR5

BES INVESTIMENTO DO BRASIL S.A. - BANCO DE INVESTIMENTO

Intermediary Institution

on account and behalf of

TELESP CELLULAR PARTICIPAÇÕES S.A.

Offeror

In regard to the *Edital* of Tender Offer to acquire preferred shares issued by Tele Centro Oeste Celular Participações ("*Edital*"), published on September 1 st , 2004, the Offeror and the Intermediary Institution clarify that:

1. the item 2.5 of the *Edital* shall have the following wording: "The sales order, registered under the terms of item 2.4, shall indicate the respective sale price of the Preferred Shares. The acceptance (or not) of the VTO shall occur in the Auction, through the broker to which the shareholders has qualified"; and
2. for the purposes of item 10.2 of the *Edital* , the nominative list of shareholders shall not be available at the world wide web. Said list might be obtained in hard copy or electronic version, through a justification and receipt, at the head offices mentioned in item 10.3 of the *Edital* .

TELESP CELLULAR PARTICIPAÇÕES S.A.

OFFEROR

BES INVESTIMENTO DO BRASIL S.A. - BANCO DE INVESTIMENTO

INTERMEDIARY INSTITUTION

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.

Date: September 02, 2004

TELESP CELLULAR PARTICIPAÇÕES S.A.

By: /s/ Fernando Abella Garcia

Fernando Abella Garcia
Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
