

TIM PARTICIPACOES SA  
Form 6-K  
October 18, 2007

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

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**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 October, 2007**

**Commission File Number 001-14491**

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**TIM PARTICIPAÇÕES S.A.**

(Exact name of registrant as specified in its charter)

**TIM PARTICIPAÇÕES S.A.**

(Translation of Registrant's name into English)

**Av. das Américas, 3434, Bloco 1, 7º andar Parte  
22640-102 Rio de Janeiro, RJ, 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

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**TIM PARTICIPAÇÕES S.A.**  
**Publicly-Held Company**  
**CNPJ/MF 02,558,115/0001-21**  
**NIRE 33,300,276,963**

**MINUTES OF THE STATUTORY AUDIT COMMITTEE MEETING HELD ON OCTOBER 17, 2007**

**ATTENDANCE:** Messrs. Celso Clemente Giacometti, Miguel Roberto Gherrize and Vicente de Paulo Barros Pegoraro, representing all members of the Company's Statutory Audit Committee ( CF ). In accordance with the prerogative set forth in Article 14 of the Internal Regulations of the CF, the members of the CF participated in the meeting by audio conference. Also attended the meeting Mrs. Katia Nozela (Financial Department).

**AGENDA:** (1) exam and issue an opinion on the management's proposal for the Company's capital increase, with the issuance of new shares, upon the capitalization of the portion of the Special Goodwill Reserve corresponding to the fiscal benefit granted to the Company's subsidiaries during fiscal year 2006, in the amount of thirty seven million, eight hundred and fifteen thousand, three hundred seventy four reais and ninety four cents (R\$37,815,374.94); and (2) other relevant matters.

**RESOLUTIONS:** The Statutory Audit Committee Members, upon the exercise of their legal and statutory attributions, analyzed and discussed the matters included in the Agenda, and issued an opinion as follows: (1) pursuant to the document attached hereto, the CF, unanimously and without any restriction, expressed its favorable opinion as regards the management's proposal for the Company's capital increase, with the issuance of new shares, upon the capitalization of the portion of the Special Goodwill Reserve corresponding to the fiscal benefit granted to the Company's subsidiaries during fiscal year 2006, which benefit resulted from the amortization of the Goodwill recorded by the subsidiaries in fiscal year 2000, in the amount of thirty seven million, eight hundred and fifteen thousand, three hundred seventy four reais and ninety four cents (R\$37,815,374.94), being twelve million, six hundred and thirty four thousand, seven hundred and forty six reais and fifty four cents (R\$12,634,746.54) related to TIM Celular S.A., in connection with the first semester of 2006, and, twenty five million, one hundred and eighty thousand, six hundred and twenty eight reais and forty cents (R\$25,180,628.40) related to TIM Nordeste S.A, in connection with the fiscal year of 2006. In view of this, the Statutory Audit Committee members recommend the submission of the matter above for the analysis of the Company's Extraordinary Shareholders Meeting; and (2) no other subject was resolved on by the CF members.

**CLOSING:** With no further issues to discuss, the meeting was closed and these minutes drafted, read, approved and signed by the attending Statutory Audit Committee Members.

Rio de Janeiro (RJ), October 17, 2007.

Celso Clemente Giacometti

Miguel Roberto Gherrize

Vicente de Paulo Barros Pegoraro

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**Publicly-Held Company**  
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**OPINION OF THE STATUTORY AUDIT COMMITTEE**

The members of the Statutory Audit Committee of TIM Participações S.A. ( Company ) undersigned hereunder, in compliance with their legal and statutory attributions, express an opinion on the following matters:

**Opinion:**

**(1) Management's proposal for the Company's capital increase, with the issuance of new shares:** the matter was discussed and reviewed by the Company's Statutory Audit Committee members, in accordance with item III of Article 163 of Law 6,406/76 and other applicable statutory provisions, who, unanimously and without any restriction, expressed a favorable opinion on the approval of the management's proposal for the Company's capital increase, with the issuance of new shares, upon the capitalization of the portion of the Special Goodwill Reserve corresponding to the tax benefit granted to the Company's subsidiaries during fiscal year 2006, which benefit resulted from the amortization of the Goodwill recorded by the subsidiaries in year 2000. In accordance with CVM Ruling 319/99 and the Spin-off and Merger Agreements which address the matter, the portion of the Special Goodwill Reserve corresponding to the fiscal benefit shall be capitalized in the subsidiaries, being twelve million, six hundred and thirty four thousand, seven hundred and forty six reais and fifty four cents (R\$12,634,746.54) related to TIM Celular S.A., in connection with the first semester of 2006, and, twenty five million, one hundred and eighty thousand, six hundred and twenty eight reais and forty cents (R\$25,180,628.40) related to TIM Nordeste S.A, in connection with the fiscal year of 2006, followed by the capitalization in the Company, in the total amount of thirty seven million, eight hundred and fifteen thousand, three hundred seventy four reais and ninety four cents (R\$37,815,374.94), on behalf of TIM Brasil Serviços e Participações S.A. ( TIM Brasil ), the beneficiary and owner of the mentioned credits ( Credits ). The terms of the proposal for capital increase approved by the management and analyzed by the CF are set forth below: (i) Amount of the Capital Increase: thirty seven million, eight hundred and fifteen thousand, three hundred seventy four reais and ninety four cents (R\$37,815,374.94); (ii) Issuance Price: the issuance price shall be determined at the day immediately before the Extraordinary Shareholders Meeting which shall resolve on the matter, based on the average of the Company's quotation at the São Paulo Stock Exchange (Bovespa) at the 10 trading days prior to the mentioned Extraordinary Meeting date (that is, based on the average of the quotations registered during the 10 trading days prior to November 5, 2007). There shall be an issuance price for the common shares and other issuance price for the preferred shares, and both prices shall be calculated in accordance with the criterion above. The issuance price shall not change during the period reserved for the exercise of the preemptive right by the Company's shareholders; (iii) Justification for the Issuance Price: the determination of the issuance price was based in the provisions of item III, paragraph 1 of Article 170 of Law 6,404/76. The shares issued by the Company both common and preferred are included in the Ibovespa and the determination of the issuance price as set forth in item (ii) above is made to avoid the disruption between the mentioned issuance price and the Company's shares quotation at the stock exchange; (iv) Number and Type of Shares to be Issued: the number of common and preferred shares to be issued by the Company, all book entry and without par value, shall be defined at the day immediately prior to the Extraordinary Shareholders Meeting which shall resolve on the capitalization, after the determination of the respective issuance prices. The current ratio of common and preferred shares in the Company's capital stock shall be kept (34.06% of common shares and 65.94% of preferred shares); (v) Preemptive Right: the Company's shareholders shall be entitled to the preemptive right, as set forth in paragraph 2 of Article 171 of Brazilian Law 6.404/76. TIM Brasil shall subscribe and pay up, in cash, the total capital increase, upon the use of the Credits, and therefore there shall be no shares left unsubscribed. In

the event any shareholder decides to exercise its preemptive right, the amount paid by such shareholders shall be transferred to TIM Brasil, in accordance with each shareholder ratio in relation to the capital increase proposed herein. The preemptive right shall be exercised within 30 (thirty) consecutive days, as from the publication of the Minutes of the Extraordinary Shareholders Meeting which shall resolve on the proposal for capital increase; (vi) Dividends: the newly issued shares will be entitled to full dividend right and other profits relating to the fiscal year 2007, but shall not be entitled to any dividend right and/or other profits relating to the fiscal year of 2006, which have been resolved on the Annual Shareholders Meeting held on April 12, 2007.

Considering the approval of the capitalization proposal described in the item above by the shareholders, the Company's capital shall be increased to seven billion, five hundred and fifty million, five hundred and twenty five thousand, two hundred and seventy five reais and ten cents (R\$7,550,525,275.10), with the consequent amendment to the wording of the Article 5 of the Bylaws, which addresses the Company's capital stock.

In view of this, the Statutory Audit Committee members recommend the submission of the matter above for the analysis of the Company's shareholders.

Rio de Janeiro (RJ), October 17, 2007.

Celso Clemente Giacometti

Miguel Roberto Gherrize

Vicente de Paulo Barros Pegoraro

**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.

TIM PARTICIPAÇÕES S.A.

Date: October 18, 2007

By: /s/ Mario Cesar Pereira de Araujo

Name: Mario Cesar Pereira de Araujo

Title: Chief Executive 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.

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