

TELE NORTE CELULAR PARTICIPACOES SA  
Form 6-K  
April 04, 2008

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

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For the month of April, 2008**

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**TELE NORTE CELULAR PARTICIPAÇÕES S.A.**  
*(Exact name of Registrant as specified in its Charter)*

**TELE NORTE CELLULAR HOLDING COMPANY**  
*(Translation of Registrant's name into English)*

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**SCN QUADRA 04 - Ed. Centro Empresarial Varig, sala 702-A**  
**Cep: 70.714-000 - Brasília (DF) - Brazil**

*(Address of Principal Executive Offices)*

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(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

**Form 20-F:**  **Form 40-F:**

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1)):

**Yes:**  **No:**

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7)):

**Yes:**  **No:**

(Indicate by check mark whether the registrant by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

**Yes:**  **No:**



**TELEMAR NORTE LESTE S.A.**

A Public Traded Company in Brazil  
CNPJ/MF nº 33.000.118/0001-79

**TELE NORTE LESTE PARTICIPAÇÕES S.A.**

A Public Traded Company in Brazil  
CNPJ/MF nº 02.558.134/0001-58

**AMAZÔNIA CELULAR S.A.**

A Public Traded Company in Brazil  
CNPJ/MF nº 02.340.278/0001-33  
NIRE 1530001829-3

**TELE NORTE CELULAR  
PARTICIPAÇÕES S.A.**

A Public Traded Company in Brazil  
CNPJ/MF nº 02.558.154/0001.29  
NIRE 3130002551-9

**Statement of Material Fact**

Telemar Norte Leste S.A. ( TMAR ), Tele Norte Leste Participações S.A. ( TNL ), Amazônia Celular S.A. ( Amazônia Celular ) and Tele Norte Celular Participações S.A. ( TNCP ), in addition to the information released in the Statements of Material Fact dated as of December 20, 2007, December 21, 2007, March 6, 2008 and March 7, 2008, hereby inform the public that all of the conditions precedent established under the stock purchase agreement ( Stock Purchase Agreement ) between TMAR and Vivo Participações S.A. ( Vivo ) dated December 20, 2007 have been satisfied, and as a result, the closing of the transaction agreed to thereunder occurred today, including the transfer to TMAR of 1,292,679 common shares and 3,715 preferred shares of TNCP (hereinafter referred to collectively as the Shares ). The Shares represent 51.86% of the common shares, 0.09% of the preferred shares, and 19.34% of the total share capital of TNCP, which, in turn, controls Amazônia Celular.

The aggregate acquisition price for the Shares under the Stock Purchase Agreement was R\$128,599,660.51. This amount corresponds to an acquisition price of R\$99.38 per common share of TNCP, which is equivalent to a price of R\$152.01 per common share of Amazônia Celular. Such prices were adjusted by the average of the daily rates of the Interbank Deposit Certificate - CDI from August 2, 2007 until the date hereof. Additionally, TMAR acquired from Vivo certain rights for the subscription of new shares to be issued by TNCP, as set forth in CVM Ruling nº 319/1999, as amended, for the price of R\$22,610,739.14.

In view of the closing under the Stock Purchase Agreement, TMAR intends to submit, together with Credit Suisse (Brasil) S.A. Corretora de Títulos e Valores Mobiliários in its capacity as dealer manager, to the Brazilian Securities Commission ( CVM ) requests for the registration of public tender offers for the acquisition of any and all common shares of TNCP and Amazônia Celular ( Tender Offers ) held by their respective non-controlling shareholders, in compliance with article 254-A of Law nº 6,404/76 and CVM Ruling nº 361/02.

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The Tender Offer for TNCP common shares will be at the price of R\$79.51 per common share, and the Tender Offer for Amazônia Celular common shares will be at the price of R\$121.61 per common share. The prices to be offered for these shares in the Tender Offers are equal to 80% of the amount paid by TMAR to Vivo under the Stock Purchase Agreement for the common shares of TNCP and Amazônia Celular, in compliance with the provisions of article 254-A of Law nº 6,404/76.

In view of the occurrence of the closing of the acquisition by TMAR of the shares corresponding to the control block of TNCP, TMAR also intends to submit to the São Paulo Stock Exchange (the Bovespa ) drafts of notices of voluntary tender offers (the Voluntary Tender Offers ) for the outstanding preferred shares issued by TNCP and Amazônia Celular. The Voluntary Tender Offers will be made for the acquisition of any and all preferred shares of TNCP and Amazônia Celular and will be made at the price of R\$33.00 per preferred share of TNCP and R\$25.55 per preferred share of Amazônia Celular, which may be preferred class A, B, C, D or E shares. The commencement of the Voluntary Tender Offers is subject to the non-occurrence of any material adverse event that might affect TMAR's decision to commence the Voluntary Tender Offers and to the approval of the notices of the Voluntary Tender Offers by the Bovespa.

TMAR hereby reiterates that the commencement of the Voluntary Tender Offers is subject to the overall conditions in the capital and financial markets and the non-occurrence of any event that may materially alter TMAR's perspective regarding the profitability of TNCP and Amazônia Celular and therefore, impact TMAR's decision to commence the Voluntary Tender Offers.

The Voluntary Tender Offers are not intended to cancel the registration of TNCP or Amazônia Celular as publicly traded companies with the CVM. TMAR's management will inform its shareholders and the market of the satisfaction of the conditions that would enable the Tender Offers and the Voluntary Tender Offers to proceed as well as any other events that may impact their occurrence.

Rio de Janeiro, April 3, 2008.

José Luís Magalhães Salazar  
Investor Relations Officer  
**Telemar Norte Leste S.A., Tele Norte Leste Participações S.A.,  
Amazônia Celular S.A. and Tele Norte Celular Participações S.A.**

### **Important Information**

This announcement is for informational purposes only and is not an offer to purchase or the solicitation of an offer to sell any shares of TNCP or Amazônia Celular. The tender offers for the outstanding common shares and preferred shares of TNCP and Amazônia Celular described in this announcement have not commenced.

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Any offer to purchase or the solicitation of an offer to sell any preferred shares of TNCP, including the preferred shares underlying TNCP's American Depositary Receipts ( ADRs ), or common shares of TNCP will be made only pursuant to offers to purchase and related materials that TMAR intends to file with the U.S. Securities and Exchange Commission (the Commission ) upon commencement of these offers. TNCP will file a solicitation/recommendation statement with the Commission with respect to the offer to purchase its preferred shares, including the preferred shares underlying TNCP's ADRs.

Any offer to purchase or the solicitation of an offer to sell any common shares or preferred shares of Amazônia Celular will be made only pursuant to the relevant *Edital* that TMAR intends to file with the CVM.

Shareholders who are eligible to participate in any of these tender offers should read carefully the offers to purchase and related materials, the solicitation/recommendation statement and/or the *Editais* relating to the offer or offers in which they are eligible to participate when they become available and prior to making any decisions with respect to that tender offer because these documents will contain important information about that tender offer, including the terms and conditions of that tender offer.

Following the filing with the Commission of (1) the offers to purchase and related materials relating to the offers for the common shares and the preferred shares of TNCP or (2) any other tender offer materials related to the offers for the common shares and the preferred shares of TNCP, TNCP shareholders will be able to obtain the filed documents free of charge at the Commission's website at [www.sec.gov](http://www.sec.gov), from TMAR or from TNCP.

#### **Special Note Regarding Forward-Looking Statements**

This announcement contains forward-looking statements. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to TNL, TMAR, TNCP and Amazônia Celular, are intended to identify forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. 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. Undue reliance should not be placed on such statements. Forward-looking statements speak only for the date they are made, and we undertake no obligation to publicly update any of them in the light of new information or future events.

**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: April 03, 2008

**TELE NORTE CELULAR PARTICIPAÇÕES S.A.**

By: /s/ José Luís Magalhães  
Salazar

Name: José Luiz Magalhães Salazar  
Title: 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.

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