

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form SC 14D9/A

September 17, 2004

Table of Contents

As filed with the Securities and Exchange Commission on September 17, 2004

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

SCHEDULE 14D-9

**SOLICITATION/ RECOMMENDATION STATEMENT
Under**

SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

**TELE CENTRO OESTE CELULAR
PARTICIPAÇÕES S.A.**
(Name of Subject Company)

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

(Name of Person Filing Statement)

**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)**

**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 filing statement)*

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

TABLE OF CONTENTS

Item 1. Subject Company Information

Item 9. Exhibits

SIGNATURE

EXHIBIT INDEX

EX-99.A.5.G: STATEMENT PUBLISHED IN THE NEW YORK TIMES

Table of Contents

INTRODUCTORY STATEMENT

This Amendment relates to the offer by Telesp Celular Participações S.A., a corporation organized under the laws of the Federative Republic of Brazil, (the "TCP"), to purchase for cash up to 84,252,534,000 preferred shares of Tele Centro Oeste Celular Participações S.A., a corporation organized under the laws of the Federative Republic of Brazil, at a price of R\$10.70 per 1,000 preferred shares without interest, net of applicable stock exchange and settlement fees, brokerage fees or commissions and withholding taxes, upon the terms and subject to the conditions set forth in a Tender Offer Statement on Schedule TO filed by TCP, Brasilcel N.V., Portugal Telecom, SGPS, S.A., PT Móveis, SGPS, S.A. and Telefónica Móviles, S.A. (the "Offerors") on September 1, 2004 with the U.S. Securities and Exchange Commission.

This Amendment is filed to add an additional exhibit to Item 9 of the Schedule 14D-9 filed on September 1, 2004, as amended by Amendment No. 1 thereto filed on September 8, 2004, and to make the change to Item 1 indicated below.

Item 1. *Subject Company Information.*

The first paragraph of Item 1 is hereby amended and restated in its entirety as follows:

(a) *Name and address.* The name of the subject company is Tele Centro Oeste Celular Participações S.A., the address of its principal executive offices is Tele Centro Oeste Celular Participações S.A., SCS Quadra 2, Bloco C, 226, Edifício Telebrásília Celular 7 andar, Brasília, D.F., Brazil, 70302-916, and the company's phone number is (55) 61 3962-7717.

Item 9. *Exhibits*

Item 9 is hereby amended by adding the following additional exhibit:

(a)(5)(G) Statement of Tele Centro Oeste Celular Participações, S.A., published in The New York Times on September 17, 2004.

Table of Contents

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

TELE CENTRO OESTE CELULAR
PARTICIPAÇÕES S.A.

By: /s/ Antonio Carlos Haidamus Monteiro
Name: Antonio Carlos Haidamus Monteiro
Title: Vice President for Technology, Networks
and Customers

By: /s/ Roberto Iunes Brito
Name: Roberto Iunes Brito
Title: Executive Vice President for Marketing
and Innovation

Dated: September 17, 2004

Table of Contents

EXHIBIT INDEX

- (a)(1)(A) Offer to purchase dated September 1, 2004, incorporated by reference from Exhibit (a)(1)(A) to the tender offer statement on Schedule TO filed by the Offerors on September 1, 2004 (SEC File No. 005-60699).*
- (a)(1)(B) Announcement to shareholders (*edital*) dated September 1, 2004, incorporated by reference from Exhibit (a)(1)(E) to the tender offer statement on Schedule TO filed by the Offerors on September 1, 2004 (SEC File No. 005-60699).*
- (a)(1)(C) Clarification, published September 2, 2004, to announcement to shareholders (*edital*) filed as Exhibit (a)(1)(B), incorporated by reference from Exhibit (a)(1)(H) to Amendment No. 1 to the tender offer statement on Schedule TO filed by the Offerors on September 8, 2004 (SEC File No. 005-60699).*
- (a)(5)(A) Summary advertisement dated September 1, 2004, incorporated by reference from Exhibit (a)(5)(A) to the tender offer statement on Schedule TO filed by the Offerors on September 1, 2004 (SEC File No. 005-60699).*
- (a)(5)(B) Notice of material fact (*fato relevante*) dated August 25, 2004, incorporated herein by reference to the pre-commencement communication filed by the Offerors under cover of Schedule TO on August 27, 2004 (Exhibit 1.1) (SEC File No. 005-60699).*
- (a)(5)(C) Notice of material fact (*fato relevante*) dated September 1, 2004, incorporated herein by reference to Exhibit (a)(5)(E) to the tender offer statement on Schedule TO filed by the Offerors on September 1, 2004 (SEC File No. 005-60699).*
- (a)(5)(D) Press release dated August 24, 2004, incorporated herein by reference to the first pre-commencement communication filed by the Offerors under cover of Schedule TO on August 25, 2004 (Exhibit 1.2) (SEC File No. 005-60699).*
- (a)(5)(E) Investor presentation dated August 25, 2004, incorporated herein by reference to the second pre-commencement communication filed by the Offerors under cover of Schedule TO on August 25, 2004 (Exhibit 1.1) (SEC File No. 005-60699).*
- (a)(5)(F) Press release dated September 1, 2004, incorporated herein by reference to Exhibit (a)(5)(F) to the tender offer statement on Schedule TO filed by the Offerors on September 1, 2004 (SEC File No. 005-60699).*
- (a)(5)(G) Statement of Tele Centro Oeste Celular Participações, S.A., published in The New York Times on September 17, 2004.**

* Previously included as an exhibit.

** Filed herewith.

