

BRASIL TELECOM HOLDING CO

Form 6-K

May 28, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

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

THROUGH May 28, 2008

(Commission File No. 1-14477)

BRASIL TELECOM PARTICIPAÇÕES S.A.
(Exact name of registrant as specified in its charter)

BRAZIL TELECOM HOLDING COMPANY
(Translation of Registrant's name into English)

SIA Sul, Área de Serviços Públicos, Lote D, Bloco B
Brasília, D.F., 71.215-000
Federative Republic of Brazil
(Address of Registrant's principal executive offices)

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 if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1) ☐.

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) ☐.

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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If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Investor Relations

(55 61) 3415-1140

ri@brasiltelecom.com.br

Media Relations

(55 61) 3415-1378

cesarb@brasiltelecom.com.br

BRASIL TELECOM PARTICIPAÇÕES S.A.

CORPORATE TAXPAYER'S ID (CNPJ/MF): 02.570.688/0001-70

CORPORATE REGISTRY (NIRE): 53 3 0000581-8

PUBLICLY-HELD COMPANY

NOTICE TO THE MARKET

BRASIL TELECOM PARTICIPAÇÕES S.A. (Company), pursuant to article 12, paragraph 1 of CVM Instruction 358, hereby announces that TELE NORTE LESTE PARTICIPAÇÕES S.A. (TNLP) and its controlled company, TELEMAR NORTE LESTE S.A. (TELEMAR), a publicly-held company with headquarters at Rua General Polidoro 99, Botafogo, in the city and state of Rio de Janeiro, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 33.000.118/0001 -79, informed the Company that its indirect subsidiary COPART 1 PARTICIPAÇÕES S.A. (COPART 1), with headquarters at Rua Humberto de Campos, 425, 5º andar (parte), Leblon, in the city and state of Rio de Janeiro, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 09.338.797/0001 -06, on May 27, 2008, had reached a relevant interest equivalent to 15.50% of the Company's total preferred capital, through the acquisition of 11,828,700 preferred Company shares (BRTP4).

TNLP and TELEMAR further announced that:

(i) As disclosed by TNLP and TELEMAR in a Material Fact published on May 8, 2008, TNLP and TELEMAR aim at acquiring up to 1/3 of the outstanding preferred shares of Brasil Telecom Participações S.A.

(ii) Therefore, TNLP and TELEMAR announced that, with due regard for market conditions, they maintain their intention of acquiring, through indirect subsidiaries, preferred shares of Brasil Telecom Participações S.A., either on the market or through an Offer, until the aforementioned number of shares is achieved.

(iii) TNLP and TELEMAR would like to clarify that, as disclosed in their Material Fact of May 8, 2008, the number of preferred shares that may come to be acquired on the market, direct or indirectly, shall be subtracted from the number of preferred shares that will be purpose of the Offer, respecting the limit of acquiring 1/3 of outstanding preferred shares of Brasil Telecom Participações S.A.

(iv) TNLP and TELEMAR also announced that they did not retain, directly or indirectly, any shares, warrants, share-convertible debentures, share subscription rights or stock options of any class or species issued by Brasil Telecom Participações S.A.

(v) TNLP and TELEMAR further announced that they had not entered into any agreement regulating the exercise of voting rights or the purchase or sale of securities issued by Brasil Telecom Participações S.A., without damage to what they informed in the Material Fact of April 25, 2008.

Brasília, May 27, 2008.

Paulo Narcélio Simões Amaral
Investor Relations Officer

Page 2 of 2

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: May 28, 2008

BRASIL TELECOM PARTICIPAÇÕES S.A.

By: /s/ Paulo Narcélio Simões
Amaral

Name: Paulo Narcélio Simões
Amaral
Title: Chief Financial
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.
