

TELE SUDESTE CELULAR PARTICIPACOES SA  
Form 6-K  
October 12, 2004

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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, 2004**

**Commission File Number 001-14485**

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**TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.**

(Exact name of registrant as specified in its charter)

**Tele Sudeste Cellular Holding Company**

(Translation of Registrant's name into English)

**Praia de Botafogo, 501, 7o andar  
22250-040 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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**BRASILCEL N.V., THE HOLDING COMPANY THAT CONTROLS VIVO, THE SOUTHERN HEMISPHERE'S LARGEST WIRELESS COMMUNICATIONS GROUP, ANNOUNCES THE CONCLUSION OF THE VOLUNTARY CASH PUBLIC TENDER OFFERS FOR SHARES OF TELE SUDESTE, TELE LESTE AND CELULAR CRT.**

**PRESS RELEASE**

**São Paulo, Brazil - October 8, 2004** - Tele Sudeste Celular Participações S.A. - (" Tele Sudeste ") (BOVESPA: TSEP3 (common shares); TSEP4 (preferred shares); NYSE: TSD); Tele Leste Celular Participações S.A. - (" Tele Leste ") (BOVESPA: TLCP3 (common shares); TLCP4 (preferred shares); NYSE: TBE); Celular CRT Participações S.A. - (" CRT ", and, together with Tele Sudeste e Tele Leste, the " Companies ") (BOVESPA: CRTP3 (common shares) / CRTP5 (preferred shares)) inform their respective shareholders that, on this date, the Voluntary Public Tender Offers ("VTOs") for the purchase of common and preferred shares of the Companies by Brasilcel N.V. (" Brasilcel "), controlling shareholder of the Companies, have been concluded.

Through a Notice of Material Fact published on August 25, 2004 , Brasilcel commenced, with respect to holders of common shares and preferred shares issued by the Companies, voluntary public tender offers for the purchase of common and preferred shares of the Companies up to the following maximum numbers of shares issued by each of the Companies:

	<b>CRT</b>		<b>Tele Leste</b>		<b>Tele Sudeste</b>	
	Common Shares	Preferred Shares	Common Shares	Preferred Shares	Common Shares	Preferred Shares
Maximum number of shares (by class)	60,529,000	441,690,000	16,723,247,000	92,499,407,000	7,332,479,000	12,699,707,000

In this way, considering the maximum numbers of shares to be acquired of each of the Companies, each shareholder that tendered shares in the VTOs will have, for each share tendered, due to a pro rata allocation, the following number of shares acquired by Brasilcel:

	<b>CRT</b>		<b>Tele Leste</b>		<b>Tele Sudeste</b>	
	Common Shares	Preferred Shares	Common Shares	Preferred Shares	Common Shares	Preferred Shares
Number of shares to be acquired for each tendered share (by class)	0.5376	0.5531	0.3403	0.4250	1	0.6284

After the VTOs, Brasilcel and the persons directly or indirectly linked to Brasilcel will hold the following numbers of common and preferred shares issued by the Companies:

	<b>CRT</b>		<b>Tele Leste</b>		<b>Tele Sudeste</b>	
	Common Shares	Preferred Shares	Common Shares	Preferred Shares	Common Shares	Preferred Shares
Number of shares (by class)	1,229,846,760	936,851,713	114,810,418,296	128,323,263,625	173,785,258,887	234,320,352,451
Percentage in relation to the total of shares of the class	91.04%	49.72%	68.65%	40.94%	91.74%	90.27%

After settlement of the purchase of shares in the VTOs, it is expected that there will be approximately 702,470 outstanding American Depositary Shares (ADSs) representing preferred shares of Tele Sudeste (not including ADSs held by Brasilcel or its affiliates) and approximately 1,385,169 outstanding ADSs representing preferred shares of Tele Leste, based on available information.



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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