

TELEMIG CELULAR PARTICIPACOES SA  
Form SC TO-T/A  
May 15, 2008

---

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF THE SECURITIES  
EXCHANGE ACT OF 1934

(Amendment No. 6)

TELEMIG CELULAR PARTICIPAÇÕES S.A.  
(Name of Subject Company)

TCO IP S.A.  
a subsidiary of  
VIVO PARTICIPAÇÕES S.A.  
(Names of Filing Persons—Offeror)

Preferred Shares, no par value, and American  
Depository  
Shares, each representing two Preferred Shares  
(Title of classes of securities)

87944E105  
(CUSIP number of preferred stock)

Carlos Raimar Schoeninger  
Financial Planning and Investor Relations Director  
Av. Dr. Chucri Zaidan, 860  
1 andar-lado A-Morumbi  
04583-110 Sao Paulo  
Tel: +5511 7420-1170

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of  
Filing Persons)

Copies to:  
Diane G. Kerr, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000

CALCULATION OF FILING FEE

Transaction valuation\*

Amount of filing fee\*\*

Edgar Filing: TELEMIG CELULAR PARTICIPACOES SA - Form SC TO-T/A

\$271,024,884.9

\$10,651.28

\*Estimated for purposes of calculating the filing fee pursuant to Rule 0-11(d) only. The Transaction Valuation was calculated assuming the purchase of 7,257,020 preferred shares, no par value (including preferred shares represented by American Depositary Shares), other than shares owned directly or indirectly by the Filing Persons, at a purchase price of R\$63.90 in cash per preferred share. As of April 4, 2008 there were 22,741,002 preferred shares outstanding (including preferred shares represented by American Depositary Shares), of which 969,932 preferred shares are owned directly or indirectly by the Filing Persons. As a result, this calculation assumes the purchase of 7,257,020 outstanding preferred shares. The Transaction Value was calculated in Brazilian reais (R\$) and converted into U.S. dollars at the noon buying rate as published by the Federal Reserve Bank of New York on April 4, 2008 of US\$1 = R\$1.7110.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,651.28 Filing Party: TCO IP S.A., VIVO PARTICIPAÇÕES S.A.

Form or Registration No.: Schedule TO-T Date Filed: April 8, 2008

\*\*The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 5 for fiscal year 2007, is US\$39.30 per US\$1 million (prorated for amounts less than US\$1 million) of the aggregate Transaction Value. Accordingly, the filing fee is calculated by multiplying the aggregate Transaction Valuation by 0.00003930.

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

---

---

Items 1 through 9 and Item 11.

This Amendment No. 6 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission ("SEC") on April 8, 2008, as amended by Amendment No. 1 to the Schedule TO filed with the SEC on April 10, 2008, Amendment No. 2 to the Schedule TO filed with the SEC on April 25, 2008, Amendment No. 3 to the Schedule TO filed with the SEC on May 9, 2008, Amendment No. 4 to the Schedule TO filed with the SEC on May 12, 2008 and Amendment No. 5 to the Schedule TO filed with the SEC on May 13, 2008 by Vivo Participações S.A., a corporation organized under the laws of Brazil ("Vivo") and TCO IP S.A. ("TCO IP"), a company controlled by Vivo Participações S.A. and Vivo S.A., both corporations organized under the laws of Brazil and, with Vivo S.A. being wholly-owned by Vivo Participações. The Schedule TO relates to the offer by TCO IP to purchase up to 7,257,020 preferred shares, including preferred shares represented by American Depositary Shares (the "ADSs"), of Telemig Celular Participações S.A., a corporation organized under the laws of Brazil (the "Company"), at a price of R\$63.90 per preferred share (for reference, equivalent to approximately U.S.\$74.68 per ADS based on (i) one ADS representing two preferred shares and (ii) the average of the buy and sell U.S. dollar-Brazilian real exchange rates indicated under transaction "PTAX 800, option 5" published by the Central Bank of Brazil through the SISBACEN system at 7:00 p.m., Brasilia time, on April 4, 2008, which was U.S.\$1.00 = R\$1.711), in cash, net of stock exchange and settlement fees, any applicable brokerage fees or commissions and applicable withholding taxes, upon the terms and subject to the conditions set forth in the offer to purchase dated April 8, 2008 (the "Offer to Purchase") and in the related letter of transmittal (the "Letter of Transmittal"), copies of which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer") and in the related Brazilian offer documents, which are annexed to and filed with the Schedule TO as Exhibit (a)(1)(C).

Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as described below. All page references in this Amendment No. 6 refer to the Offer to Purchase.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

"The tender offer expired at 12:00 noon, New York City time, on May 9, 2008. 4,238,049 ADSs were validly tendered and not withdrawn in the tender offer. Because more preferred shares (including preferred shares represented by ADSs) were validly tendered than the maximum number of preferred shares subject to the Offer, TCO IP purchased, due to the application of a proration factor of 0.3907, 1,655,806 preferred shares represented by ADSs through an auction on the São Paulo Stock Exchange held on May 12, 2008. Settlement of these purchases is expected to occur on May 15, 2008; and settlement of the conversion of the reais purchase price paid for the shares tendered and accepted for purchase into U.S. dollars is expected to occur on May 19, 2008.

After settlement on May 15, 2008, TCO IP will hold 31.912% of the preferred shares of the Company, representing 20.043% of its total capital stock.

On May 15, 2008, Vivo issued a press release and a notice of material fact announcing the final results of the tender offer and TCO IP's new shareholding position."

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented as described below.

The following exhibits are hereby added to Item 12 of the Schedule TO:

(a)(5)(J) Press Release issued by Vivo Participações S.A.

(a)(5)(K) Notice of Material Fact issued by Vivo Participações S.A.

---

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 15, 2008

TCO IP S.A.

By: /s/ Ernesto Gardelliano  
Name: Ernesto Gardelliano  
Title: Chief Financial  
Officer

Vivo Participações S.A.

By: /s/ Ernesto Gardelliano  
Name: Ernesto Gardelliano  
Title: Investor Relations  
Officer

---

EXHIBIT INDEX

Exhibit Number	Description
(a)(5)(I)	Press release issued by Vivo Participações S.A.
(a)(5)(K)	Notice of Material Fact issued by Vivo Participações S.A.

---