

TELESP CELLULAR HOLDING CO /ADR/

Form 6-K/A

December 03, 2003

**Table of Contents**

---

---

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

---

**Form 6-K/A**

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

---

For the month of December, 2003  
Commission File Number: **001-14493**

***Telesp Celular Participações S.A.***

(Registrant)

***Telesp Celular Participações Holding Company***

(Translation of registrant's name into English)

**Av. Roque Petroni Jr., no.1464, 6<sup>th</sup> floor part, B building  
04707-000 São Paulo, SP  
Federative Republic of Brazil**

(Address of principal executive offices)

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):

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 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

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_

---

---

---

**TABLE OF CONTENTS**

SIGNATURES

EXHIBITS

AMENDMENT TO THE PROTOCOL OF THE MERGER OF SHARES

AMENDMENT TO THE JUSTIFICATION OF THE MERGER

NOTICE OF MATERIAL FACT

APPRAISAL OF SHAREHOLDERS' EQUITY BY KPMG

---

**Table of Contents**

This report on Form 6-K/A amends the report on Form 6-K furnished on November 26, 2003 by replacing Exhibits 1 and 2 in their entirety with Exhibits 1 and 2 attached to this report. Exhibits 3 and 4 to this report remain unchanged from the versions furnished on November 26, 2003.

---

**Table of Contents**

**SIGNATURES**

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.

TELESP CELULAR PARTICIPAÇÕES S.A.

By: /s/ Fernando Abella Garcia

---

Name: Fernando Abella Garcia  
Title: Investor Relations Officer

Dated: December 3, 2003

**FORWARD-LOOKING STATEMENTS**

These materials 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.

---

**Table of Contents**

**EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
1	Amendment to the Protocol of the Merger of Shares of Tele Centro Oeste Celular Participações S.A. with Telesp Celular Participações S.A. for the purpose of the former s conversion into a Wholly Owned Subsidiary.
2	Amendment to the Justification of the Merger of Shares of Tele Centro Oeste Celular Participações S.A. with Telesp Celular Participações S.A. for the purpose of the former s conversion into a Wholly Owned Subsidiary.
3	Notice of Material Fact.
4	KPMG Corporate Finance Ltda., Appraisal of Shareholders Equity of Telesp Celular Participações S.A. at Market Value (Reissued on November 21, 2003 to replace the initial KPMG appraisal report dated October 24, 2003).