

TELE NORTE CELULAR PARTICIPACOES SA

Form 6-K

October 14, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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 2008**

**Commission File Number: 001-14487**

**TELE NORTE CELULAR PARTICIPAÇÕES S.A.**

(Exact Name as Specified in its Charter)

**TELE NORTE CELLULAR HOLDING COMPANY**

(Translation of registrant's name into English)

**Rua Levindo Lopes, 258 - Funcionários**

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Cep: 30.140-170 - Belo Horizonte (MG) 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)):

Yes:  No:

(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)):

Yes:  No:

(Indicate by check mark whether the registrant 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:

**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.

Date: October 14, 2008

TELE NORTE CELULAR PARTICIPAÇÕES S.A.

By /s/ José Luís Magalhães Salazar

**Name: José Luís Magalhães Salazar**

**Title: Investor Relations Officer**

**TELEMAR NORTE LESTE S.A.**

CNPJ/MF No. 33.000.118/0001-79

Publicly traded

**TELE NORTE CELULAR**

**PARTICIPAÇÕES S.A.**

CNPJ/MF No. 02.558.154/0001-29

Publicly traded

**AMAZÔNIA CELULAR S.A.**

CNPJ/MF No. 02.340.278/0001-33

Publicly traded

**NOTICE OF MATERIAL FACT**

Telemar Norte Leste S.A. ( Telemar ), Tele Norte Celular Participações S.A. ( TNCP ) and Amazônia Celular S.A. ( Amazônia Celular ), and jointly with Telemar and TNCP, the Companies ), pursuant to CVM Instruction No. 358/02 and CVM Instruction No. 361/02, hereby announce to the public that, by the end of the day of October 13, 2008, the Registration of Securities Superintendence of the Brazilian Securities and Exchange Commission ( *Comissão de Valores Mobiliários*, or CVM ) accepted an appeal from an investor and revised its previous decision granting registration of the tender offers for the common shares of TNCP and Amazônia Celular ( Tender Offers ). In its decision, the staff of CVM came to the conclusion that the amount paid by Telemar to Vivo Participações S.A. (and, consequently, the amount paid by the later to Telpart Participações S.A.) for the subscription rights for TNCP shares, in the amount of R\$ 22,610,739.14, should be included in the determination of the price paid for the control of TNCP and therefore the offer price in the Tender Offers made for the shares held by minority shareholders holding voting shares of TNCP and Amazônia Celular should be increased to reflect this amount. According to the decision of the staff of CVM, Telemar should make the Tender Offers at prices of R\$93.58 and R\$ 143.13 per common share of TNCP and Amazônia Celular, respectively.

Telemar is still analyzing the basis of this CVM decision and if it will take any measures to contest such decision (including the possibility of an appeal to the Board of Commissioners of CVM, in accordance with the provisions of CVM Resolution No. 463/03).

The Companies will inform their shareholders and the market of the occurrence of any events that could affect the terms and conditions of the Tender Offers.

Rio de Janeiro, October 14, 2008

**Telemar Norte Leste S.A.**

**Tele Norte Celular Participações S.A.**

**Amazônia Celular S.A.**

José Luís Magalhães Salazar

Investors Relations Officer