

Vivo Participacoes S.A.
Form 6-K
October 01, 2008

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 1-14493

VIVO PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

VIVO Holding Company

(Translation of Registrant's name into English)

Av. Roque Petroni Jr., no.1464, 6th floor part, "B"building

04707-000 - São Paulo, SP

Federative Republic of 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

VIVO PARTICIPAÇÕES S.A.

Publicly-held Company

CNPJ MF 02.558.074/0001-73 - NIRE 35300158792

TELEMIG CELULAR PARTICIPAÇÕES S.A.

Publicly-held company

CNPJ MF 02.558.118/0001-65 - NIRE 31.3.0002535-7

TCO IP S.A.

Closely-held Company

CNPJ MF 04.225.487/0001-61 - NIRE 53.3.000.064-15

NOTICE OF MATERIAL FACT

The management of Telemig Celular Participações S.A. (“Telemig Part.”) and Vivo Participações S.A. (“Vivo Part.”) announces in compliance with the CVM Instruction No. 358/02, that the companies have submitted to Agência Nacional de Telecomunicações – ANATEL and that, accordingly, they will on occasion submit to the approval of the shareholders of Telemig Part., a corporate restructuring regarding the merger of TCO IP S.A. (“TCO IP”) a wholly-owned subsidiary of Vivo Part., into Telemig Part.

A Vivo Part. was the original acquirer of the control of Telemig Part. and indirectly, of Telemig Celular S.A. (“Companies”) and TCO IP was the offeror in the tender offer for the acquisition of preferred shares and in the tender offer for the acquisition of common shares, being this last one done in compliance with article 254-A of Law 6,404/76 (“OPAs”)

Currently, TCO IP is also the holder of the controlling shares of Telemig Part. acquired by Vivo Part., so it concentrates the equity interest of the Companies.

Telemig Part. will merge TCO IP that shall be extinguished, being its shares cancelled and than its sole shareholder, Vivo Part. will receive preferred and common shares of the Companies in the same amount and class currently held by TCO IP. The intended merger will not cause the capital increase of Telemig Part., considering that the net worth of TCO IP already contains the value of the shares of Telemig Part. Additionally, as TCO IP is a wholly-owned subsidiary of Vivo Part., there is no exchange ratio of shares held by non controlling shareholders of the merged company for shares of the merging company.

The reorganization will not cause the change on the control of the Companies, neither will cause any change in the equity interest of the other shareholders and, among other advantages, it will simplify the current corporate structure and minimize administrative costs, resulting in economic benefits to the companies involved.

