

TELESP CELLULAR HOLDING CO /ADR/

Form 6-K

August 18, 2005

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 August, 2005

Commission File Number 1-14493

TELESP CELULAR PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

Telesp Cellular 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

TELESP CELULAR PARTICIPAÇÕES S.A.

CNPJ/MF nº 02.558.074/0001-73 - NIRE 35.3.001.587.9-2

Publicly-held Company, with Authorized Capital

**Special Meeting of Shareholders
Call Notice**

The shareholders are hereby called to attend the Special Meeting of Shareholders of the company to be held at 02:00 p.m. of September 28, 2005, at the head-office, on Av. Roque Petroni Junior, 1464 – térreo (Auditório), Morumbi, in the Capital of the State of São Paulo, in order to resolve on the following agenda: **(1)** to ratify the election of the Board of Directors, Mr. Luis Paulo Reis Cocco, elected by the Board of Directors at a meeting held on 06/18/2005 and Mrs. Luiz Kaufmann, Antonio Gonçalves de Oliveira and Henri Philippe Reichstul, elected by the Board of Directors at a meeting held on 07/28/2005 under the terms of article 16 of the Bylaws; **(2)** to ratify the wording of article 5 of the Bylaws, as suggested by the Board of Directors at a meeting held on 07/29/2005, which homologated the increase of the capital stock of the company, resulting from capitalization of the credit of the controlling shareholder resulting from use of the tax benefit of goodwill in past fiscal years; **(3)** to amend the wording of article 9 of the Bylaws, which shall hereinafter read as follows: "Art. 9 – The execution of agreements with related parties the terms and conditions of which are more burdensome to the Company than those usually adopted on the market in agreements for the same nature, shall be submitted to the General Meeting of Shareholders for prior approval, with due regard, in any case, to the provisions in article 117 of Law 6404/76."; and **(4)** to restate the Company's Bylaws.

GENERAL INSTRUCTIONS:

- A) Powers of attorney for representation at the Meetings, including of preferred shareholders, exclusively for the purposes of item (3) above, as provided for in article 12 of the Bylaws, shall be filed with the head-office, at Av. Roque Petroni Junior, 1464 – térreo (Auditório), Morumbi, in the Capital of the State of São Paulo (Legal Department), on business days, Monday to Friday, from 09:00 a.m. until 06:00 p.m., until not later than 02:00 p.m. of September 26, 2005;
- B) Shareholders participating in the Fungible Custody of Registered Shares of the Stock Exchanges and wishing to attend these Meetings will be required to submit an updated statement issued by the custodian of the shares, showing their respective shareholding position; and
- C) Documents and proposals shall be available to the shareholders at the address mentioned in "A" above.

São Paulo, August 16, 2005.

Félix Pablo Ivorra Cano
Chairman of the Board of Directors

SIGNATURE

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: August 17, 2005

TELESP CELULAR PARTICIPAÇÕES S.A.

By: /s/ Arcadio Luis Martinez
Garcia

**Arcadio Luis Martinez
Garcia
Investor Relations Officer**

FORWARD-LOOKING STATEMENTS

This press release 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.
