

ULTRAPAR HOLDINGS INC
Form CB/A
October 09, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering) []

Securities Act Rule 802 (Exchange Offer) []

Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer) []

Exchange Act Rule 14d-1(c) (Third Party Tender Offer) [X]

Exchange Act Rule 14e-2(d) (Subject Company Response) []

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) []

Refinaria de Petróleo Ipiranga S.A.
Distribuidora de Produtos de Petróleo Ipiranga S.A.
(Name of Subject Companies)

N/A
(Translation of Subject Company's Name into English (if applicable))

Brazil
(Jurisdiction of Subject Company's Incorporation or Organization)

Ultrapar Participações S.A.
(Name of Person(s) Furnishing Form)

Ultrapar Holdings Inc.
(Translation of Person(s) Furnishing Form's Name into English)

Common Shares
(Title of Class of Subject Securities)

N/A
(CUSIP Number of Class of Securities (if applicable))

André Covre
Ultrapar Participações S.A.
Av. Brigadeiro Luis Antônio, 1343, 9º Andar

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São Paulo, SP, Brazil 01317-910

(Name, Address (including zip code) and Telephone Number (including area code) of
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Companies)

Copies to:

Diane G. Kerr, Esq.
Andrés Gil, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York, 10017

September 20, 2007
(Date Tender Offer/Rights Offering
Commenced)

This Amendment No. 1 (“Amendment No. 1”) amends the Form CB (the “Initial Form CB”) initially submitted to the Securities and Exchange Commission (the “Commission”) on September 21, 2007 by Ultrapar Participações S.A. (“Ultrapar”).

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

- (a) Not applicable.
- (b) Not applicable.

Item 2. Informational Legends

Not applicable.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

- (1) The following exhibit is attached to this Amendment No. 1 Form CB as Exhibit C:

Deutsche Bank Securities Inc. Valuation Report (English Translation)

- (2) Not applicable.

PART III - CONSENT TO SERVICE OF PROCESS

A written irrevocable consent and power of attorney on Form F-X was filed by Ultrapar with the Commission concurrently with the submission of the Initial Form CB on September 21, 2007.

PART IV - SIGNATURES

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.

ULTRAPAR PARTICIPAÇÕES S.A.

By: /s/ André Covre
Name: André Covre
Title: Chief Financial and Investor Relations
Officer
Date: October 9, 2007

Exhibit Index

| Exhibit No. | Description |
|--------------------|--|
| 99.A | Public Offer Notice for the Acquisition of Common Shares Issued by Refinaria de Petróleo Ipiranga S.A. dated September 20, 2007 (English translation) ¹ |
| 99.B | Public Offer Notice for the Acquisition of Common Shares Issued by Distribuidora de Produtos de Petróleo Ipiranga S.A. dated September 20, 2007 (English translation) ¹ |
| 99.C | Deutsche Bank Securities Inc. Valuation Report (English Translation) |

¹Previously furnished to the U.S. Securities and Exchange Commission as an exhibit to Form CB filed on September 21, 2007.
