

ULTRAPAR HOLDINGS INC
Form 6-K
March 12, 2009

Form 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report Of Foreign Private Issuer
Pursuant To Rule 13a-16 Or 15d-16 Of
The Securities Exchange Act Of 1934

For the month of March, 2009

Commission File Number: 001-14950

ULTRAPAR HOLDINGS INC.
(Translation of Registrant's Name into English)

Avenida Brigadeiro Luis Antonio, 1343, 9º Andar
São Paulo, SP, Brazil 01317-910
(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 X	Form
20-F	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	X
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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	X
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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	X
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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

ULTRAPAR HOLDINGS INC.

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ITEM

1. Notice to Shareholders dated March 11, 2008 regarding distribution of dividends
 2. Earnings release for 4Q08 dated March 11, 2009
 3. Minutes of the Board of Directors' Meeting held on March 11, 2009
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NOTICE TO SHAREHOLDERS

ULTRAPAR PARTICIPAÇÕES S.A.

CNPJ nº 33.256.439/0001-39

DISTRIBUTION OF DIVIDENDS

We hereby announce that the Board of Directors of Ultrapar Participações S.A., at its meeting held on March 11, 2009, approved the distribution of dividends, payable from net earnings account for the fiscal year ending December 31, 2008, in the amount of R\$ 118,762,904.10 (one hundred eighteen million, seven hundred sixty-two thousand, nine hundred and four reais and ten cents), to be paid from April 2nd, 2009 on without remuneration or monetary restatement. This distribution, in addition to the distribution of R\$ 119,005,557.90 (one hundred nineteen million, five thousand, five hundred and fifty-seven reais and ninety cents) paid in advance in August 2008, amounts to a total of R\$ 237,768,462.00 (two hundred thirty-seven million, seven hundred and sixty-eight thousand, four hundred and sixty-two reais) for the year 2008.

The holders of common and preferred shares will receive the dividend of R\$ 0.887031 per share.

The record date to establish the right to receive the dividend will be March 18, 2009 in Brazil, and March 23, 2009 in the United States of America. As from March 19, 2009 on, the shares will trade "ex-dividend" on both the São Paulo Stock Exchange (Bovespa) and the New York Stock Exchange (NYSE).

São Paulo, March 11, 2009.

André Covre
Chief Financial and Investor Relations Officer
ULTRAPAR PARTICIPAÇÕES S.A.

São Paulo, March 11, 2009 - Ultrapar Participações S.A. (BOVESPA: UGPA4 / NYSE: UGP), a company engaged in fuel distribution (Ultragaz/Ipiranga), chemicals (Oxitenó), as well as integrated solutions for special bulk cargo (Ultracargo), hereby reports its results for the fourth quarter and the year 2008.

IR Contact

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Results Conference call
National Conference Call
Date: March 13, 2009

11 a.m. (Brazil time)

Telephone for connection: 55 11 2188-0188

Code: Ultrapar

International Conference Call

Date: March 13, 2009

11:30 p.m. (US EST)

Participants in Brazil: 0800 891 0015

US participants: 1(800) 860-2442

International participants: + 1(412)

858-4600

Code: Ultrapar

In 4Q08 Ultrapar reports another quarter of earnings growth, in spite of the more challenging environment now faced in the global economy. Ultrapar's revenues grew in all business units and consolidated EBITDA in 4Q08 amounted to R\$ 331 million, 50% higher than in 4Q07. For the year, Ultrapar's EBITDA amounted to R\$ 1,064 million, up 37% compared to 2007.

Ø ULTRAPAR'S EBITDA SURPASSES R\$ 1 BILLION IN 2008, 37% HIGHER THAN IN 2007

Ø ULTRAPAR'S NET EARNINGS REACHES R\$ 388 MILLION IN 2008, 113% UP ON 2007

Ø APPROVED AN ADDITIONAL DIVIDEND DISTRIBUTION OF R\$ 119 MILLION, RESULTING IN A TOTAL DIVIDEND DISTRIBUTION OF R\$ 238 MILLION IN 2008, WHICH CORRESPONDS TO 61% OF THE NET EARNINGS IN THE PERIOD

Ø FOCUSING ON MAINTAINING ULTRAPAR'S SOUND FINANCIAL POSITION, THE COMPANY HAS APPROVED R\$ 1.7 BILLION IN NEW LOANS AND A R\$ 528 MILLION INVESTMENT PLAN FOR 2009.

Ultrapar Participações S.A.

U G P A 4 = R \$ "2008 was another year of great achievements at Ultrapar. We continued our strategy of expanding scale and increasing the competitiveness of our businesses, with the acquisitions of Texaco and União Terminais and the completion of important expansion projects at Oxitenó. In 2009 we will focus on obtaining benefits provided by increased financial and operational scale, which combined with Ultrapar's resilience and soundness, leave us in a privileged position to continue to move forward on our path of sustainable growth and value generation, even in a more challenging macroeconomic environment."

Pedro Wongtschowski – CEO

Considerations on the financial statements

Adoption of Law 11,638/07 and Provisional Measure 449/08

Ultrapar's financial statements for the year ending December 31, 2008 were prepared in accordance with the accounting directives set out in Brazilian Corporate Law, being adopted for the first time in the fiscal year 2008 the alterations introduced by Law 11,638/07, Provisional Measure 449/08, as well as the CVM standards, instructions and guidelines, which regulate them. In order to provide comparability with financial statements in periods prior to the adoption of the accounting changes, except when otherwise mentioned, the figures presented in this document do not consider such changes. However, to provide a better understanding of the effects of the new legislation, on page 15 it is presented a statement with the impacts derived from the changes introduced by Law 11,638/07 and Provisional Measure 449/08 in the main accounts of the financial statements in 2008, compared to the values which would have been obtained if these modifications had not existed. Additional information regarding effects of the new legislation are available on the accompanying notes 2 and 3 of the audited financial statements for the year ended in December 31, 2008, available at Ultrapar's website (www.ultra.com.br).

Effect of the acquisition of Ipiranga

In April 2007 Ultrapar acquired the control of various companies in the Ipiranga Group, ending up with (i) the fuel and lubricants distribution businesses in the South and Southeast of Brazil and related activities, (ii) EMCA - Empresa Carioca de Produtos Químicos S.A., a producer of white mineral-based oils and special fluids, and (iii) a stake in the refining operations. The financial statements of Ultrapar's consolidate all the businesses acquired from 2Q07. Except where otherwise mentioned, Ultrapar's financial statements for periods prior to 2Q07 do not include the operations acquired. With the purpose of providing a comparison basis for analysis of the evolution in the performance of Ipiranga, unaudited financial statements for this company have been drawn up for periods prior to 2Q07 ("Ipiranga Pro-forma figures"). With the exchange of the shares issued by Refinaria de Petróleo Riograndense S.A. (RPR, former Refinaria de Petróleo Ipiranga S.A.), Distribuidora de Produtos de Petróleo Ipiranga S.A. (DPPI) and Companhia Brasileira de Petróleo Ipiranga (CBPI) by those issued by Ultrapar in 4Q07, the correspondent portion of the minority interest in those companies was reduced and since October 2007 Ultrapar has been consolidated 100% of the earnings of those companies in its figures. From 01/01/2008, EMCA has been consolidated into Oxiten, reflecting the effective management responsibility for the business, and the financial statements of Oxiten and Ipiranga, prior to this date, reflect the current consolidation retrospectively. The references to the term "Ipiranga" consequently refer to the fuels and lubricants distribution businesses acquired in the South and Southeast of Brazil and related activities.

Effect of the acquisition of União Terminais

In June 2008, Ultrapar signed the sale and purchase agreement for the acquisition of 100% shares of União Terminais e Armazéns Gerais Ltda., a company involved in the storage and handling of bulk liquids, previously held by Unipar – União das Indústrias Petroquímicas S.A. with operations in the ports located in Santos (in the state of São Paulo), Rio de Janeiro and Paranaguá (in the state of Paraná). In October 2008, Ultrapar announced to the market that it had closed the purchase of the port terminals in Santos and Rio de Janeiro and in November 2008, the closing of the acquisition of the port terminal in Paranaguá. The total amount disbursed was R\$ 487 million. Furthermore, Ultrapar assumed a net debt of R\$ 32 million. The results of the businesses acquired were consolidated in Ultrapar's financial statements after their respective closing dates. Ultrapar's financial statements in periods prior to 4Q08 do not include the results of the businesses acquired.

Effect of the acquisition of Texaco

In August 2008, Ultrapar announced the signing of the sale and purchase agreement for the acquisition of Texaco's fuel distribution business in Brazil. The price of the acquisition amounts to R\$ 1,161 million, subjected only to working capital and net debt adjustments at the closing. The results of the businesses acquired will be consolidated in Ultrapar's financial statements after the closing.

Summary of the Fourth Quarter of 2008

Profit and Loss Data				D (%)	D (%)			D (%)
Ultrapar Consolidated	4Q08	4Q07	3Q08	4Q08 vs.4Q07	4Q08vs.3Q08	2008	2007	2008v2007
Net Sales and Services	7,610	6,403	7,739	19%	(2%)	28,268	19,921	42%
Gross Profit	628	518	534	21%	18%	2,116	1,697	25%
Operating Profit	227	137	178	66%	27%	707	486	45%
EBITDA	331	221	263	50%	26%	1,064	779	37%
Net Earnings	77	83	117	(7%)	(34%)	388	182	113%
Earnings per share ¹	0.57	0.97	0.86	(42%)	(34%)	2.85	2.19	30%

Amounts in R\$ million

(except for EPS)

¹ Calculated based on the weighted average of the number of shares during the period.

Operational Data				D (%)	D (%)			D (%)
Ultragaz	4Q08	4Q07	3Q08	4Q08 vs.4Q07	4Q08 vs.3Q08	2008	2007	2008v2007
Total Volume (000 tons)	391	391	433	0%	(10%)	1,601	1,572	2%
Bottled	273	266	290	3%	(6%)	1,090	1,061	3%
Bulk	118	126	143	(6%)	(17%)	511	511	0%

Operational Data				D (%)	D (%)			D (%)
Ipiranga	4Q08	4Q07	3Q08	4Q08 vs.4Q07	4Q08 vs.3Q08	2008	2007	2008v2007
Total Volume (000 m ³)	3,120	2,982	3,175	5%	(2%)	12,075	11,169	8%
Diesel	1,756	1,697	1,884	4%	(7%)	7,044	6,591	7%
Gasoline	811	805	775	1%	5%	3,039	3,039	0%
Ethanol	418	330	374	27%	12%	1,424	961	48%
NGV (Natural Gas for Vehicles)	60	68	62	(11%)	(3%)	252	262	(4%)
Fuel oils and kerosene	42	47	47	(11%)	(12%)	179	179	0%
Lubricants and greases	32	36	33	(10%)	(3%)	137	137	0%

Operational Data				D (%)	D (%)			D (%)
Oxiteno	4Q08	4Q07	3Q08	4Q08 vs.4Q07	4Q08 vs.3Q08	2008	2007	2008v2007
Total Volume (000 tons)	133	176	152	(24%)	(12%)	567	656	(14%)
Product mix								
Specialty Chemicals	117	138	131	(16%)	(11%)	504	505	0%
Glycols	17	38	21	(56%)	(19%)	63	151	(58%)
Geographical mix								