

COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO-SABESP

Form 6-K

September 17, 2003

**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

FOR September 16, 2003

(Commission File No. 1-31317)

Companhia de Saneamento Básico do Estado de São Paulo - SABESP
(Exact name of registrant as specified in its charter)

Basic Sanitation Company of the State of Sao Paulo - SABESP
(Translation of Registrant's name into English)

**Rua Costa Carvalho, 300
São Paulo, S.P., 05429-900
Federative Republic of Brazil**
(Address of Registrant's principal executive offices)

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 if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1) .

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) .

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

If "Yes" is marked, indicated below the file number assigned to the
registrant in connection with Rule 12g3-2(b):

COMPANHIA DE SANEAMENTO BÁSICO DO ESTADO DE SÃO PAULO SABESP
 Tax ID (CNPJ) # 43.776.517/0001- 80
 Publicly-Traded Company

NOTICE TO HOLDERS OF 5TH DEBENTURE ISSUE

We hereby notify holders of the 5th Series of debentures of Companhia de Saneamento Básico do Estado de São Paulo SABESP (the Company) that, in accordance with the terms of item 4.11 of Clause IV of Registry of 5th Series Public Issue of Non-Convertible Debentures, in two tranches, unsecured, of Companhia de Saneamento Básico do Estado de São Paulo SABESP, as amended on April 29, 2002 and May 13, 2002, the Board of Directors of the Company, during its 595th meeting on September 16, 2003, deliberated on the proposal of the following conditions for repricing the 5th Series Issue of Debentures (the Debentures), first and second tranches:

- (i) The new interest calculation period, during which the conditions remain unaltered for the first and second series will begin on October 1, 2003 and terminate on April 1, 2005, upon which date the first amortization payment for the Debentures is due.
- (ii) The Debentures for the first tranches will have rights to interest due on the unamortized nominal unit value of the Debentures, as established based on the average change in the overnight Interbank rate (DI) expressed in annual percentage points, based on 252 days, calculated and set by the Central Custodian and Financial Liquidation of Securities (CETIP), plus a spread of 2.0% (two percent) per annum, calculated from the date of repricing (October 1, 2003), according to the formula established in the Offering Circular.
- (iii) The unamortized nominal unit value of the second tranche of the Debentures will be adjusted from their date of issue by the IGP-M - General Market Price Index, as calculated by Fundação Getúlio Vargas, and will have rights to payment of interest at a fixed rate of 12.7% (twelve and seven tenths of one percent) per annum. Interest will be paid on the nominal unit value of the second tranche, as adjusted by inflation and compounded daily, based on a year of 252 (two hundred and fifty two) working days from the date of repricing (October 1, 2003), according to a constant formula as per the Offering Circular.
- (iv) Interest of the first tranche of the Debentures following the repricing will be paid quarterly, as determined by subitem 4.4.1 of item 4.4 of the 4th clause of the Offering Circular on the following dates:

First Tranche

| Interest Payment | Payment Date |
|------------------|-----------------|
| 1st Payment | 01.Jan.2004 |
| 2nd Payment | 01.April.2004 |
| 3rd Payment | 01.July.2004 |
| 4th Payment | 01.October.2004 |

| | |
|-------------|-----------------|
| 5th Payment | 01.January.2005 |
| 6th Payment | 01.April.2005 |

(v) Interest on the second tranche of Debentures, in the new interest calculation as set forth in sub item 4.4.2 of item 4.4 of the Offering Circular, will be paid annually on the dates listed below, except that the payment of monetary restatements will be paid with the payment of the nominal unit value of the Debentures, which should occur at amortization or at the next repricing for those Debenture holders who do not agree to the conditions fixed by the issuer or decide to sell their Debentures due to the non-publishing of interest payment terms for the following period.

2nd Tranche

| Interest Payment | Payment Date |
|------------------|----------------|
| 1st Payment | 01.April.2004 |
| 2nd Payment | 01. April.2005 |

(vi) The Debentures will be subject to the same conditions established in the Offering Circular that have not been altered by the deliberation described herein.

The Fiduciary Agent of the Debenture holders is Planner Corretora de Valores S.A.

The debenture holder that do not agree to the conditions established by the Board of Directors of the Company published herein may, between the 10th and the 5th working day (including) prior to the termination of the Interest-Paying Period, or, from September 17 to 24, 2003, manifesting through the respective custodian the right to exercise the option to sell their Debentures to the Issuer.

The Company promises to purchase up to the total amount of the Debentures for which Debenture holders do not accept conditions fixed here for the unamortized nominal unit value including accrued interest due up to the date of the effective purchase. The purchase by the Company of Debentures will be realized on October 1, 2003 with the payment to Debenture holders realized in accordance with the terms set forth in the Offering Circular. No premium will be owed as a result of the purchase to which this notice refers.

São Paulo, September 16, 2003.

Finance Department

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, in the city São Paulo, Brazil.

Date: September 16, 2003

Companhia de Saneamento Básico do Estado de São Paulo - SABESP

By: /s/ Rui de Britto Álvares Affonso

Name: Rui de Britto Álvares
Affonso
Title: Economic and Financial
Director and 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.
