

ULTRAPAR HOLDINGS INC
Form 6-K
February 22, 2008

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 February, 2008

Commission File Number: 001-14950

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

Avenida Brigadeiro Luis Antonio, 1343, 9ºAndar
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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>
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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	<input checked="" type="checkbox"/>
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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	<input checked="" type="checkbox"/>
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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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1. Notice to Shareholders dated February 20, 2008 regarding distribution of dividends
 2. Material Notice dated February 20, 2008
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 6. Minutes of a Meeting of the Board of Directors dated February 20, 2008
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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 February 20, 2008, approved the distribution of dividends, payable from the 2007 net earnings account, in the amount of R\$ 240,873,326.74 (two hundred forty million, eight hundred seventy-three thousand, three hundred twenty-six reais and seventy-four cents).

Dividends will be paid from March 07, 2008 without remuneration or monetary restatement. The holders of common and preferred shares will receive the dividend of R\$ 1.777031 per share.

The record date to establish the right to receive the dividend will be February 27, 2008 in Brazil and March 03, 2008 in the United States of America. As from February 28, 2008, the shares will trade "ex-dividend" on both the São Paulo Stock Exchange (Bovespa) and the New York Stock Exchange (NYSE).

São Paulo, February 20, 2008.

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

ULTRAPAR PARTICIPAÇÕES S.A.

Publicly Listed Company

CNPJ nº 33.256.439/0001- 39

MATERIAL NOTICE

São Paulo, February 20, 2008 - Ultrapar Participações S.A. (“Ultrapar” – BOVESPA: UGPA4 / NYSE: UGP) hereby informs that at this date its Board of Directors decided to assume the commitment with the capital market to join Level II of Bovespa, in another step in the constant improvement of its corporate governance.

Ultrapar is a pioneer in corporate governance, having been one of the first Brazilian companies to grant 100% tag along rights to ordinary shares and the first company to also extent 100% tag along rights to the preferred shares. During almost 10 years of listing on Bovespa and the NYSE, Ultrapar has received numerous awards and recognitions, both national and international, for its good corporate governance practices, attesting to its continuous search for alignment of interests and its commitment with the rights of all shareholders and with the transparency of the information published.

Joining Level II reinforces company’s commitment with the capital markets, recognizing the material increase in its shareholder basis after receiving the new shareholders from Ipiranga. Adhesion to Level II will be formalized with Bovespa after the conclusion of the last stage of the acquisition of Ipiranga. Such as already occur in Level I, Ultrapar will keep granting to all the shareholders rights and guarantees, which exceed the requirements made by the rules of Level II of Bovespa, the most prominent being the 100% tag along for all shares category.

São Paulo, February 20, 2008.

André Covre
Financial and Investor Relations Director
Ultrapar Participações S.A.

São Paulo, February 20, 2008 - **Ultrapar Participações S.A.** (BOVESPA: UGPA4 / NYSE: UGP), a company engaged in the distribution of fuel (Ultragaz/Ipiranga), the production of chemicals (Oxiten), as well as integrated solutions for special bulk cargoes (Ultracargo), hereby reports its results for the fourth quarter of 2007 and the year 2007.

Investor Relations

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 Website: www.ultra.com.br

Results Conference Calls/APIMEC

National Conference Call/APIMEC

Date: February 25, 2008
 12.30 p.m. (local time)
 Location: Hotel Unique
 (Tavarua Room)
 São Paulo - SP
 Telephone for connection: 55
 11 2188-0188
 Code: Ultrapar

International Conference Call

Date: February 25, 2008
 1.30 p.m. (US time)
 Participants in Brazil:
 0-800-891-9722
 Participants in the US:
 1-800-418-6854
 International participants: 1
 (973) 935-8893
 Code: 31433590

APIMEC

Date: February 26, 2008
 8:30 a.m. (local time)
 Local: Hotel Sheraton
 (Mercosul Room)
 Porto Alegre - RS

Ultrapar Participações S.A.
 UGPA4 = R\$ 63.00/ share

After the completion of the Ipiranga's share exchange, Ultrapar reached a R\$ 9 billion market capitalization at the end of the year, almost double that in 2006. In the 4Q07 Ultrapar produced an EBITDA of R\$ 221 million, 91% higher than in 4Q06. For the year, Ultrapar's total EBITDA amounted to R\$ 779 million, up 51% compared to 2006.

Ø ULTRAPAR COMPLETED THE SHARE EXCHANGE OF RPI, DPPI AND CBPI

Ø ULTRAPAR BECAME PART OF THE IBOVESPA AND MSCI INDEX AND ANNOUNCES ITS COMMITMENT TO JOIN THE LEVEL II OF BOVESPA'S CORPORATE GOVERNANCE

Ø APPROVED THE DISTRIBUTION OF R\$ 241 MILLION IN DIVIDENDS OVER 2007, CORRESPONDING TO 132% OF THE CONSOLIDATED NET EARNINGS IN THE PERIOD

Ø APPROVED 2008 INVESTMENT PLAN OF R\$ 839 MILLION, FOCUSED ON EXPANSION OF OXITENO'S CAPACITIES AND IPIRANGA'S RETAILER SERVICE STATION

"The year 2007 represented a milestone in the history of Ultrapar, with the purchase of Ipiranga in one of the largest private-sector acquisitions ever undertaken in Brazil. In parallel with this, the investments made in the

UGP = US\$ 34.64/ ADR
(12/31/07)

other businesses have provided operational leverage and have resulted in an improvement in the quality of our products and services. We keep confident in our growth strategy, with significant investments for 2008.”

Pedro Wongtschowski – CEO

Summary of the Fourth Quarter 2007

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, 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 onwards. The references to Ipiranga refer to the fuel and lubricant distribution businesses acquired in the South and Southeast and related activities, as well as EMCA. After the Share Exchange, the correspondent portion of the minority interest in Refinaria de Petróleo Ipiranga S.A., Distribuidora de Produtos de Petróleo Ipiranga S.A. and Companhia Brasileira de Petróleo Ipiranga was reduced and since October 2007 and Ultrapar started to consolidate 100% of the earnings of that companies in its figures. Except where otherwise mentioned, Ultrapar's financial statements in periods prior to 2Q07 do not include the operations acquired. With the purpose of providing a comparison basis for the 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"). For the same reason, when indicated, the figures for operations acquired have been included in all Ultrapar's financial statements relating to quarters prior to 2Q07 ("Ultrapar pro-forma figures").

Profit and Loss Data Ultrapar Consolidated	4Q07	4Q06	3Q07	D (%) 4Q07vs. 4Q06	D (%) 4Q07vs. 3Q07	2007	2006	D (%) 2007vs.2006
Net Sales and Services	6,403	1,204	6,163	432%	4%	19,921	4,794	316%
Gross Profit	518	233	479	122%	8%	1,697	934	82%
Operating Profit	137	69	137	98%	0%	486	330	47%
EBITDA	221	115	218	91%	1%	779	516	51%
Net Earnings	83	48	25	71%	237%	182	282	(35%)
Earnings per share*	0.97	0.60	0.30	63%	220%	2.19	3.47	(37%)

Amounts in R\$ million

(except EPS)

* Calculated based on the weighted average of the number of shares during the period

Operational Data Ultragas	4Q07	4Q06	3Q07	D (%) 4Q07vs. 4Q06	D (%) 4Q07vs. 3Q07	2007	2006	D (%) 2007vs.2006
Total Volume ('000 tons)	391	388	411	1%	(5%)	1,572	1,544	2%
Bottled	266	267	279	0%	(5%)	1,061	1,058	0%
Bulk	126	121	132	4%	(5%)	511	486	5%

Operational Data Ipiranga	4Q07	4Q06¹	3Q07	D (%) 4Q07v4Q06	D (%) 4Q07v3Q07	2007¹	2006¹	D (%) 2007v2006
Total Volume ('000 m³)	2,982	2,694	2,860	11%	4%	11,169	10,521	6%
Diesel	1,697	1,599	1,711	6%	(1%)	6,591	6,398	3%
Gasoline	805	780	749	3%	8%	3,039	3,035	0%
Ethanol	330	174	252	90%	31%	961	539	78%
NGV	68	65	65	4%	5%	262	229	14%
Fuel oils and kerosene	47	45	47	4%	(1%)			