

CPFL Energy INC
Form F-6/A
September 21, 2004

As filed with the Securities and Exchange Commission on September 21, 2004

Registration No. 333-118760

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO.1 TO THE

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

Of

CPFL ENERGIA S.A.

(Exact name of issuer of deposited securities as specified in its charter)

CPFL ENERGY INCORPORATED

(Translation of issuer's name into English)

FEDERATIVE REPUBLIC OF BRAZIL

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

One Wall Street, New York, NY 10286
(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

The Bank of New York

ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Peter B. Tisne, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or

until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Pre-Effective Amendment No. 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15, 18 and 21
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
	Article number 11

- (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts
 - (ix) Restrictions upon the right to deposit or withdraw the underlying securities Articles number 2, 3, 4, 5, 6, 7, 8 and 22
 - (x) Limitation upon the liability of the depositary Articles number 13, 14, 18, 19 and 21
3. Fees and Charges Articles number 2, 3, 7, 8 and 21
- Item - 2.

Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of _____, 2004, among CPFL Energia S.A., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. Previously filed.

b.

Letter agreement among CPFL Energia S.A. and The Bank of New York relating to pre-release activities. - Filed herewith as Exhibit 2.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Previously filed.

e.

Certification under Rule 466. - Not Applicable.

Item - 4.

Undertakings.

Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Pre-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 20, 2004.

Legal entity created by the agreement for the issuance of American Depositary Receipts for common shares of CPFL Energia S.A.

By:

The Bank of New York,
As Depositary

By: /s/ Hernan F. Rodriguez

Name: Hernan F. Rodriguez

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, CPFL Energia S.A. has caused this Pre-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Campinas, Brazil on the 20th day of September, 2004.

CPFL Energia S.A.

By: /s/ Wilson P. Ferreira Jr.

Name: Wilson P. Ferreira Jr.

Title: Diretor-Presidente

By: /s/ José Antonio De A. Filippo

Name: José Antonio De A. Filippo

Title: Diretor Vice-Presidente Financeiro

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on September 20, 2004.

NAME

TITLE

*

President and Chief Executive Officer

Wilson Ferreira Junior

(principal executive officer)

*

Chairman of the Board of Directors

Carlos Ermírio de Moraes

*

Director

Joílson Rodrigues Ferreira

*

Director

Aloísio Macário Ferreira de Souza

*

Director

Carlos Alberto Cardoso Moreira

*

Director

Cid Alvim Lopes de Resende

*

Director

Deli Soares Pereira

*

Director

Francisco Caprino Neto

*

Director

Luiz Maurício Leuzinger

*

Director

Mário da Silveira Teixeira Júnior

*

Director

Otávio Carneiro de Rezende

*

Director

Rosa Maria Said

*

Director

Susana Hanna Stiphan Jabra

*

Chief Financial Officer and Vice President, Finance

José Antonio de Almeida Filippo

(principal financial officer)

*

Principal Accounting Officer

Antônio Carlos Bassalo

*

Authorized Representative in the United States

Donald J. Puglisi

* By: /s/ Wilson P. Ferreira Junior

Name: Wilson P. Ferreira Junior

As Attorney-in-fact for each of the
persons indicated

INDEX TO EXHIBITS

Exhibit
Number Exhibit

- 1 Previously filed.
- 2 Letter agreement among CPFL Energia S.A. and The Bank of New York relating to pre-release activities
- 4 Previously filed.