

CPFL Energy INC
Form 6-K
February 17, 2012

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of February, 2012

Commission File Number 32297

CPFL Energy Incorporated
(Translation of Registrant's name into English)

**Rua Gomes de Carvalho, 1510, 14º andar, cj 1402
CEP 04547-005 - Vila Olímpia, São Paulo – SP
Federative Republic of Brazil
(Address of principal executive office)**

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, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____

CPFL ENERGIA S.A.

A Publicly Held Company

Corporate Taxpayers ID (CNPJ) 02.429.144/0001-93

Company Registry NIRE 353.001.861-33

**MINUTES OF THE 194TH MEETING OF THE BOARD OF
DIRECTORS HELD ON FEBRUARY 15, 2012**

1. DATE, TIME AND PLACE: At 15 (fifteen) days of February 2012, at 5 p.m., the meeting was held via telephone conference call, pursuant to Paragraph 1 of Article 17 of the Bylaws of CPFL Energia S.A. ("CPFL Energia" or "Company"), located at Rua Gomes de Carvalho, No. 1510, 14th floor, suite 142, in the city of São Paulo, State of São Paulo.

2. CALL: The meeting was called pursuant to Paragraph 3 of Article 17 of the Company's Bylaws.

3. ATTENDANCE: All members of the Board of Directors ("Board").

4. CHAIR: Chairman – Murilo Passos and Secretary – Gisélia Silva.

5. SUBJECTS DISCUSSED AND RESOLUTIONS TAKEN:

The reading of the Agenda, already being known to all those present, was waived and it was resolved that the minutes of this meeting would be drawn up in summary form, providing the participants the right to freely register their thoughts and dissents, which would be maintained on file at the Company's headquarters and its publication approved in the form of a summary, with the signatures of the members of the Board being omitted.

The votes of the directors appointed by the controlling shareholders shall be computed pursuant to items 5.1 and 7.1 of the Shareholders' Agreement filed with the Company, dated March 3, 2002, as amended on August 27, 2002, November 5, 2003 and December 6, 2007.

After examination of the subject on the Agenda, the Board unanimously and without any restrictions voted **to approve**, as controlling shareholder of "CPFL Comercialização Brasil S.A. ("CPFL Brasil") and the indirect controlling shareholder of "CPFL BIO Anicuns S.A." ("CPFL Bio Anicuns"), pursuant to Article 17, item "r" of the Company's Bylaws and Board of Executive Officers Resolution of CPFL Brasil No. 2012004, the transformation of the type of company of CPFL Bio Anicuns from a joint stock company to a limited liability company, in order to absorb the activities of providing collection of third party electric energy bills, and the consequent realization of the following corporate actions:

(i.i) Change of name of the company from "CPFL Bio Anicuns S.A." to "CPFL Total Serviços Administrativos Ltda.";

(i.ii) Change the corporate purpose to contemplate the provision of administrative services in general and complementary services to companies, including collection advisory services, bill collection and the obtaining of registration information, as well as other auxiliary activities and representation services;

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(i.iii) Change the address of the headquarters of the company, from Rodovia Engenheiro Miguel Noel Nascentes Burnier 1755, Km 2.5 – part, Parque São Quirino, CEP 13088-140, Campinas, SP, to Rua Vigato 1620, Térreo-Parte A, Bairro João Aldo Nassif, CEP 13820-000, Jaguariúna, SP;

(i.iv) Opening of a branch at Rua Mario Boni, 1902, 6th floor - Part, Bairro Floresta, CEP 95012-580, Caxias do Sul, RS;

(i.v) Election of the company's executive officers with a mandate for an indefinite period: Mr. Rubens Brunczek Ferreira to the position of CEO; Mr. Lorival Nogueira Luz Junior, to the position of Chief Financial Officer; and Mr. José Marcos Chaves de Melo, to the position of Chief Administrative Officer; and

(i.vi) Approval and consolidation of CPFL Total's Articles of Association.

6. CLOSURE: There being no further business, the meeting was adjourned, these minutes were drawn up, read, approved and signed by the Members present and the Secretary.

Murilo Passos
Francisco Caprino Neto
Renê Sanda
Ana Dolores M. Carneiro de Novaes

Ivan de Souza Monteiro
Claudio Palaia
Carlos Alberto Cardoso Moreira

Gisélia Silva

SIGNATURES

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.

Date: February 17, 2012

CPFL ENERGIA S.A.

By: /s/ LORIVAL NOGUEIRA LUZ JUNIOR

Name: Lorival Nogueira Luz Junior

Title: Chief Financial Officer and Head of Investor Relations

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.
