

CPFL Energy INC
Form 6-K
March 29, 2013

**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 March, 2013

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.

Publicly-held Company

Corporate Taxpayer's ID (CNPJ) 02,429,144/0001-93

Company Registry ID (NIRE) 353,001,861-33

MATERIAL FACT

CPFL Energia S.A. ("CPFL Energia"), in compliance with the provisions contained in article 157, paragraph 4, of Law 6,404/76 and Instruction 358/2002 from the Brazilian Securities and Exchange Commission ("CVM"), as previously informed in the Material Fact notice of January 24, 2013, hereby announces to its shareholders and the market the following:

Pursuant to the Private Instrument of Concession of Successive Share Purchase and Sale Options and Other Covenants ("Purchase Option Agreement"), executed on July 17, 2002, the transaction involving the exercise of the purchase option ("Purchase Option Transaction") of all the additional shares, corresponding to 4% (four percent) of the shares ("Shares") bound by the Shareholders' Agreement of CPFL Energia ("Bound Shares"), held by Energia São Paulo Fundo de Investimento em Ações ("Energia SP FIA"), the lawful successor of Bonaire Participações S.A. ("Bonaire"), was concluded.

During said Purchase Option Transaction, on March 25, 2013, Camargo Corrêa S.A. ("CCSA") sold eleven million, eight hundred and four thousand, five hundred and thirty (11,804,530) Bound Shares and Caixa de Previdência dos Funcionários do Banco do Brasil ("PREVI") sold nine million, eight hundred and ninety-seven thousand, eight hundred and sixty (9,897,860) Bound Shares to Energia SP FIA.

On the same date (March 25, 2013), VBC Energia S.A. ("VBC") transferred to ESC Energia S.A. ("ESC Energia"), nine million, eight hundred and ninety-seven thousand, eight hundred and

sixty (9,897,860) Bound Shares as payment of the capital increase. VBC and ESC Energia are companies belonging to the Camargo Corrêa Group and ESC Energia is a wholly-owned subsidiary of VBC.

Thus, the ownership of the Bound Shares after the conclusion of said transactions was as follows:

| Shareholder | Number of Bound Shares | |
|---------------------|------------------------|----------------|
| | Before the Sale | After the Sale |
| VBC | 9,897,860 | 0 |
| ESC | 224,188,344 | 234,086,204 |
| CCSA | 11,804,530 | 0 |
| BB CL I | 196,276,558 | 196,276,558 |
| Previ | 9,897,860 | 0 |
| Energia SP FIA | 90,484,600 | 112,186,990 |
| Bonaire | 10,000 | 10,000 |
| Total Control Block | 542,559,752 | 542,559,752 |

São Paulo, March 28, 2013.

CPFL ENERGIA S.A.

GUSTAVO ESTRELLA

Chief Financial and Investor Relations Officer

