

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

September 09, 2013

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## 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 September, 2013

Brazilian Distribution Company

(Translation of Registrant's Name Into English)

Av. Brigadeiro Luiz Antonio,  
3142 São Paulo, SP 01402-901

Brazil

(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 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)):

Yes  No

(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

(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

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**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

AUTHORIZED CAPITAL PUBLICLY-HELD COMPANY

Corporate Taxpayer's No. (CNPJ/MF) 47.508.411/0001-56

Company Registration No. (NIRE) 35.300.089.901

**NOTICE TO THE MARKET**

**Companhia Brasileira de Distribuição** (“**Company**”) hereby informs that it has received the correspondence below in this date, from Casino Guichard-Perrachon, Company's controlling shareholder.

The Company's Investor Relations Department is at shareholders' disposal to clarify any matters relating to the purpose of this Notice through telephone number +55 11 3886-0421 or e-mail [gpa.ri@grupopaodeacucar.com.br](mailto:gpa.ri@grupopaodeacucar.com.br).

São Paulo, September 09, 2013

**Daniela Sabbag**

Investor Relations Officer



Paris, September 9<sup>th</sup>, 2013.

**Companhia Brasileira de Distribuição (“Company” or “CBD”)**

Avenida Brigadeiro Luis Antônio, 3142

01402-901 – São Paulo, SP – Brazil

**Attn: Mrs. Daniela Sabbag**

Investors Relations Officer

Tel.: 55 11 3886-0421

Fax: 55 11 3886-2677

e-mail: gpa.ri@grupopaodeacucar.com.br

**Disclosure of Information Regarding Material Shareholding**

Dear Sirs,

Pursuant to Article 12 of CVM Instruction No. 358/02, Casino, Guichard-Perrachon, a joint-stock company headquartered at 1, Esplanade de France – 42000 Saint-Etienne, France (“**Casino**”), Segisor, a company headquartered at 1, Esplanade de France, Saint-Etienne - 42000, Saint-Etienne, France, and enrolled with the Brazilian Corporate Taxpayer File (CNPJ/MF) under No. 05.710.423/0001-49 (“**Segisor**”), and Sudaco Participações Ltda., a limited liability company headquartered at Rua Libero Badaró, 293, 27<sup>o</sup> andar, cj. D, 70, São Paulo – SP, enrolled with the Brazilian Corporate Taxpayer File (CNPJ/MF) under No. 07.821.866/0001-02, and investment vehicles related to Casino (altogether the “**Casino Group**”), hereby inform CBD of the following:

(i) Casino Group entered into a Swap Agreement with Abilio dos Santos Diniz, its controlled companies and related parties (“**AD Group**”), by which the parties agreed to swap their shareholding in two steps: (a) the immediate exchange of 8,145,925 preferred shares issued by CBD by the same amount of common shares issued by Wilkes Participações S.A. (“**Wilkes**”); and (b) the exchange of 11,229,075 preferred shares of CBD by the same number of remaining common shares issued Wilkes will be implemented when the *Conselho Administrativo de Defesa Econômica* approves the shares swap.

(ii) By the end of the transaction, Casino Group, jointly with its controlling shareholder Rallye SA, will hold the totality of shares issued by Wilkes and will hold 4,887,819 preferred shares issued by CBD.

(iii) Casino Group does not hold debentures convertible into shares issued by CBD.

Sincerely,

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**Casino, Guichard-Perrachon**

**SIGNATURES**

Pursuant to the requirement 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.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Date: September 9, 2013

By: /s/ Enéas César Pestana Neto  
Name: Enéas César Pestana Neto  
Title: Chief Executive Officer

By: /s/ Daniela Sabbag  
Name: Daniela Sabbag  
Title: 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.

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