

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

February 06, 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 February, 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** ("**CBD**"), pursuant to Article 12 of CVM Instruction 358/02, as amended, hereby informs that it has received on this date a correspondence from its controlling shareholder Casino Guichard-Perrachon regarding a call notice for a Wilkes Participações S.A. Board of Directors' meeting to be held on February 7, 2013, according to the documents below.

São Paulo, February 5, 2013

**Vítor Fagá de Almeida**

Corporate Relations and Investor Relations Officer

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Paris, February 5<sup>th</sup>, 2012.

To  
**Companhia Brasileira de Distribuição ("CBD")**

Avenida Brigadeiro Luis Antonio, 3142

01402-901- Sao Paulo, SP- Brazil

Attn.: Mr. **Eneas Pestana** and **Vitor Faga de Almeida**

Chief Executive Officer and Executive Director of Corporate Relations and Investor Relations

Tel.: 55 11 3886-0421

Fax: 55 11 3886-2677

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

Dear Sirs,

Please find attached the correspondence sent on the date hereof by Mr. Jean-Charles Naouri to the other board members of Wilkes Participações S.A., direct controlling shareholder of CBD, calling them to attend a board meeting to be held on February 7<sup>th</sup>, 2013.

Considering that the items contained in the agenda refer to matter of CBD's interest that have been published by the press and with the purpose to avoid speculations and to keep the market properly informed, we hereby kindly request you to disclose, by releasing a Notice to the Market, the content of this correspondence and its attachment.

Sincerely,

Casino Guichard-Perrachon

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Paris, February 4<sup>th</sup> 2013.

PRESIDENCE

148, rue de l'Universite

75007 Paris

Tel : +33 (0)1

53 65 64 02

Fax: +33 (0)1

53 65 64 49

SENT BY EMAIL

Attention:

**Mr. Abilio dos Santos Diniz**  
**Mr. Arnaud Strasser**  
**Mr. Marcelo Fernandez Trindade**

Dear Directors,

You are hereby called to attend a meeting of the Board of Directors of Wilkes Participações S.A. ("Wilkes") to be held on February 7<sup>th</sup>, 2013, at 3pm, at the headquarters of Companhia Brasileira de Distribuição ("CBD"), established at Avenida Brigadeiro Luís Antonio, 3142, in the city of São Paulo, State of São Paulo, in order:

- (i) to resolve on the instruction on the vote to be casted by the representatives of Wilkes at the CBD's Extraordinary Shareholders Meeting to be called in due time in order to resolve on the election of Mr. Luiz Fernando Figueiredo and Mr. Claudio Galeazzi for the Board of Directors of CBD (which CV are attached hereto), in replacement of the directors Geyze Marchesi Diniz and Pedro Paulo Falleiros dos Santos Diniz, for the completion of the term-in-office to expire on the Ordinary Shareholders Meeting to occur in 2014; and
- (ii) to discuss the recent and recurring news about the eventual appointment of the Chairman of the Board of CBD, Mr. Abilio dos Santos Diniz, to the Board of Directors of BRF- Brasil Foods S.A., and the potential impacts to CBD.

Please advise us as soon as possible if you will be attending such meeting in person or participating by conference call or videoconference so the necessary arrangements can be made.

CASINO GUICHARD-PERRACHON

1, Esplanade de France- B.P. 306

42008 Saint-Etienne cedex 2

Tel : +33 (0)4 77 45 47 02

Fax: + 33 (0)4 77 45 42 60

Societe Anonyme

au capital de 172 378 615,86 €

554 501 171 R.C.S. Saint-Etienne

[www.groupe-casino.fr](http://www.groupe-casino.fr)

Exhibit A

**Luiz Fernando Figueiredo**

- Founding partner and member of the Executive Committee of Maua Sekular Investimentos;
- Founding partner of Gavea Investimentos;
- Officer of the Brazilian Central Bank(*Banco Central do Brasil*) (1999-2003) -responsible fo the departments of Open Market, Banking Operations and Payment Systems (DEBAN) and Exchange;
- Former partner and treasury officer of Bank BBA(*Banco BBA*);
- Officer of ANBIMA, AMEC and member of Market Committe of BM&F;
- Bachelors' degree in Management with focus in Finances from FAAP.

**Claudio Galeazzi**

Claudio Galeazzi, partner and Director of BTG Pactual, developed a solid career in consultancy, interim management, restructuring, turnaround and management of well-known companies within the real economy. He has acted as an executive in top management positions of several companies, including Chairman of Sendas and CBD (Pao de A9ucar), Chairman and CEO of LOJAS AMERICANAS, Chairman and CEO of ARTEX, Commercial Vice President of British Petroleum mining in Brazil. Chairman and CEO of Cia Estanifera do Brasil (CESBRA), joint venture between British Petroleum And BRASCAN. Superintendente of Ceramica CECRISA and PORTINARI. Chairman and CEO of VILA ROMANA and VR. Chairman and CEO of Laticinios MOCOCA.

Appointed by the President of Brazil to act for 5 years as President of the National Council of SESI, in Brasilia. He has acted as Officer of Instituto Euvaldo Lodi (IEL), Vice President of the National Factoring Association (ANFAC), Officer of the Sao Paulo Industry Federation (*Federagao das Industria de Sao Paulo*) and currently is Officer of the Sao Paulo Modern Art Musem (*Museu de Arte Moderna SP MAM*).

In the past, he has acted as member of several Board of Directors.

Claudio Galeazzi is an Accountant

**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: February 6, 2013

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

By: /s/ Vitor Fagá de Almeida  
Name: Vitor Fagá de Almeida  
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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