

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form F-6

October 29, 2015

As filed with the U.S. Securities and Exchange Commission on October 29, 2015

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
For Depositary Shares Evidenced by American Depositary Receipts

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COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO  
(Exact name of issuer of deposited securities as specified in its charter)

BRAZILIAN DISTRIBUTION COMPANY  
(Translation of issuer's name into English)

THE FEDERATIVE REPUBLIC OF BRAZIL  
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.  
(Exact name of depositary as specified in its charter)

4 New York Plaza, Floor 12, New York, New York 10004  
Telephone (800) 990-1135  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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CT Corporation System  
111 Eighth Avenue, 13th Floor  
New York, New York 10011  
Telephone (212) 894-8940  
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:  
Scott A. Ziegler, Esq.  
Ziegler, Ziegler & Associates LLP  
570 Lexington Avenue, Suite 2405  
New York, New York 10022  
(212) 319-7600

It is proposed that this filing become effective under Rule 466

- o immediately upon filing
- o on (Date) at (Time)

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

| Title of each class of Securities to be registered  | CALCULATION OF REGISTRATION FEE       |   |   | Amount of registration fee |
|---|---------------------------------------|---|---|----------------------------|
|   | Amount to be registered               | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) |                            |
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one preferred share of Companhia Brasileira de Distribuição | 50,000,000 American Depositary Shares | \$0.05  | \$2,500,000                                   | \$251.75                   |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

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.

PART I  
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Deposit Agreement (as hereinafter defined) filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depository   | Introductory paragraph and bottom of face of American Depositary Receipt     |
| (2) Title of American Depositary Receipts and identity of deposited securities                                   | Face of American Depositary Receipt, top center                              |
| Terms of Deposit:  |  |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares                         | Face of American Depositary Receipt, upper right corner                      |
| (ii) Procedure for voting, if any, the deposited securities  | Paragraph (12)   |
| (iii) Collection and distribution of dividends   | Paragraphs (4), (5), (7) and (10)  |
| (iv) Transmission of notices, reports and proxy soliciting material  | Paragraphs (3), (8) and (12)   |
| (v) Sale or exercise of rights   | Paragraphs (4), (5) and (10)   |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization                   | Paragraphs (4), (5), (10) and (13)   |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Paragraphs (16) and (17)   |
| (viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs | Paragraph (3)  |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities                                | Paragraphs (1), (2), (4), and (5)  |
| (x) Limitation upon the liability of the Depository  | Paragraph (14)   |

(3) Fees and Charges

Paragraph (7)

Item 2. AVAILABLE INFORMATION

| Item Number and Caption  | Location in Form of American<br>Depositary<br>Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Statement that Companhia Brasileira de Distribuição is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and accordingly files certain reports with the United States Securities and Exchange Commission and that such reports and other information may be inspected and copied through the Commission's EDGAR system or at public reference facilities maintained by the Securities and Exchange Commission. | Paragraph (8)  |

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Third Amended and Restated Deposit Agreement dated as of September 22, 2015 among Companhia Brasileira de Distribuição, JPMorgan Chase Bank, N.A., as depositary (the “Depositary”), and all holders from time to time of ADRs issued thereunder (the “Deposit Agreement”), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (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. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. Not applicable.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
  - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, 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 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 October 27, 2015.

Legal entity created by the form of Deposit Agreement  
for the issuance of ADRs evidencing American  
Depositary Shares

JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Gregory A. Levendis  
Name: Gregory A. Levendis  
Title: Executive Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Companhia Brasileira de Distribuição 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned in Brazil, thereunto duly authorized, on October 29, 2015.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

By: /s/ Ronaldo Iabrudi  
Name: Ronaldo Iabrudi  
Title: Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ronaldo Iabrudi and Christophe José Hidalgo, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Under the requirements of the Securities Act, this Registration Statement has been signed by the following persons on October 29, 2015, in the capacities indicated.

| Signature  | Title                                   |
|--|---|
| /s/ Jean-Charles Naouri<br>Name: Jean-Charles Naouri   | Chairman of the Board of Directors      |
| /s/ Ronaldo Iabrudi<br>Name: Ronaldo Iabrudi   | Chief Executive Officer                 |
| /s/ Christophe José Hidalgo<br>Name: Christophe José Hidalgo   | Chief Financial Officer                 |
| /s/ Arnaud Daniel Charles Walter Joachim<br>Strasser<br>Name: Arnaud Daniel Charles Walter Joachim<br>Strasser | Vice Chairman of the Board of Directors |
| /s/ Roberto Oliveira de Lima<br>Name: Roberto Oliveira de Lima   | Director                                |
| /s/ Luiz Augusto de Castro Neves<br>Name: Luiz Augusto de Castro Neves   | Director                                |
| /s/ Eleazar de Carvalho Filho<br>Name: Eleazar de Carvalho Filho   | Director                                |
| Name: Maria Helena S. F. Santana   | Director                                |
| /s/ Yves Desjacques<br>Name: Yves Desjacques   | Director                                |
| /s/ Luiz Aranha Corrêa do Lago<br>Name: Luiz Aranha Corrêa do Lago   | Director                                |
| Name: Carlos Mario Giraldo Moreno  | Director                                |
| Name: Filipe Da Silva Nogueira   | Director                                |
| Name: Jose Gabriel Loaiza Herrera  | Director                                |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Companhia Brasileira de Distribuição has signed this Registration Statement in Newark, Delaware, on October 29, 2015.

Authorized U.S. Representative

By: /s/ Donald J. Puglisi  
Name: Puglisi & Associates  
Donald J. Puglisi

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INDEX TO EXHIBITS

Exhibit  
Number

- (a) Form of Third Amended and Restated Deposit Agreement.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.