

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

October 27, 2017

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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 October, 2017

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**

PUBLICLY HELD COMPANY AND AUTHORIZED COMPANY

CNPJ/MF No. 47.508.411/0001-56

NIRE 35.300.089.901

**EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON  
OCTOBER 26<sup>th</sup>, 2017**

- 1. DATE, TIME AND PLACE:** on October 26<sup>th</sup>, 2017, at 10:30 a.m., at the head offices of Companhia Brasileira de Distribuição ("Company"), at Avenida Brigadeiro Luís Antônio, No. 3.142, City and State of São Paulo.
  - 2. CONDUCTION OF THE MEETING:** Chairman: Mr. Jean-Charles Henri Naouri; Secretary: Mrs. Ana Paula Tarossi Silva.
  - 3. CALL TO ORDER AND ATTENDANCE:** The Meeting was duly called pursuant to paragraphs one and two of article 15 of the Bylaws and the only paragraph of article 8 of the Internal Regulation of the Board of Directors. All of the members of the Board of Directors were present, namely, Messrs. Arnaud Daniel Charles Walter Joachim Strasser, Jean-Charles Henri Naouri, Carlos Mario Giraldo Moreno, Eleazar de Carvalho Filho, Jose Gabriel Loaiza Herrera, Luiz Augusto de Castro Neves, Luiz Aranha Corrêa do Lago, Luis Nelson Guedes de Carvalho, Manfred Heinrich Gartz, Ronaldo Iabrudi dos Santos Pereira and Yves Desjacques.
  - 4. AGENDA:** (i) Analysis and deliberation on the quarterly information for the period ended September 30, 2017; (ii) Analysis and deliberation on the proposal for the issuance of shares under the stock option program of the Company and the respective capital increase; (iii) Acknowledgement of the resignation of Mr. Marcos Baruki Samaha to the position of Executive Director.
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**5. RESOLUTIONS:** As the meeting was commenced, the Board of Director's members examined the items comprised in the Agenda and resolved, unanimously and without reservations:

**5.1. Analysis and deliberation on the quarterly information for the period ended June 30, 2017, as well as the main operational indicators for the period:** Mr. Christophe Hidalgo presented the topic and, in compliance with the favorable recommendation of the Audit Committee and the Fiscal Council, Messrs. Board Members decided to approve the quarterly information related to the period ended in September 30<sup>th</sup>, 2017 and authorized the Company's Executive Officer to take all the necessary measures for the disclosure of such quarterly information approved herein by sending them to *Comissão de Valores Mobiliários – CVM*, to Securities Exchange Commission - SEC and to B3 – Brasil, Bolsa, Balcão. After the deliberation, Mr. Chairman of the Board of Directors thanked the presentation and moved on to the next item on the Agenda;

**5.2. Analysis and deliberation on the proposal for the issuance of shares under the stock option program of the Company and the respective capital increase:** Messrs. members of the Board of Directors discussed (i) the Company's Compensation in Stock Option Plan approved in the Special Shareholders' Meeting held on 09 May 2014 and modified at the Annual and Special Shareholders' Meeting held on 24 April 2015 ("Compensation Plan") and (ii) The Company's Stock Option Plan approved at the Special Shareholders' Meeting held on 09 May 2014 and modified at the Annual and Special Shareholders' Meeting held on 24 April 2015 ("Stock Option Plan", collectively with the Compensation Plan, the "Plans") and resolve:

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**5.2.1.** As a consequence of the exercise of options pertaining to Series B1, B2, B3 and B4 of the Compensation Plan, and to Series C3 and C4 of the Stock Option Plan, to approve, as recommended by the Financial Committee and observed the limit of the authorized capital of the Company, as provided by Article 6 of the Bylaws, the capital increase of the Company in the amount of R\$ R\$ 194,628.90 (one hundred, ninety four thousand, six hundred and twenty eight Reais and ninety cents), by issuance of 17,146 (seventeen thousand, one hundred and forty six) preferred shares, whereas:

(i) 7,024 (seven thousand and twenty four) preferred shares, at the issuance rate of R\$ 0.01 (one cent) per share, fixed in accordance with the Compensation Plan, in the total amount of R\$ 70,24 (seventy Reais and twenty four cents), due to the exercise of options from Series B1;

(ii) 1,569 (one thousand, five hundred and sixty nine) preferred shares, at the issuance rate of R\$ 0.01 (one cent) per share, fixed in accordance with the Compensation Plan, in the total amount of R\$ 15,69 (fifteen Reais and sixty nine cent), due to the exercise of options from Series B2;

(iii) 3,223 (three thousand, two hundred and twenty three) preferred shares, at the issuance rate of R\$ 0.01 (one cent) per share, fixed in accordance with the Compensation Plan, in the total amount of R\$ 32,23 (thirty-two Reais twenty three cents), due to the exercise of options from Series B3;

(iv) 4,446 (four thousand, four hundred and forty six) preferred shares, at the issuance rate of R\$ 37,21 (thirty-seven Brazilian Reais and twenty-one cents) per share, fixed in accordance with the Stock Option Plan, in the total amount of R\$ 165,435.66 (one hundred and sixty five thousand, four hundred and thirty five Reais and sixty six cents), due to the exercise of options from Series C3;

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(v) 372 (three hundred and seventy two) preferred shares, at the issuance rate of R\$ 0.01 (one cent) per share, fixed in accordance with the Compensation Plan, in the total amount of R\$ 3,72 (three Reais, seventy two cents), due to the exercise of options from Series B4; and

(vi) 512 (five hundred and twelve) preferred shares, at the issuance rate of R\$ 56.78 (fifty-six Reais seventy-eight cents) per share, fixed in accordance with the Stock Option Plan, in the total amount of R\$ 29,071.36 (twenty nine thousand, seventy one Reais and thirty six cents), due to the exercise of options from Series C4;

Pursuant to the Company Bylaws, the preferred shares hereby issued shall have the same characteristics and conditions, and will enjoy the same rights and advantages of the preferred shares which are already in existence.

**5.2.2.** Thus, the Company's capital stock shall change from the current R\$ 6,818,000,043.55 (six Billion, eight hundred and eighteen million, one hundred and ninety four thousand, six hundred and seventy two Reais and forty five cents) to R\$ 6,818,194,672.45 (six Billion, eight hundred and eighteen Million, one hundred and ninety four Thousand, six hundred and seventy two Reais and forty five cents), fully subscribed and paid for, divided into 266,468,764 (two hundred sixty-six million four hundred sixty eight Thousand and seven hundred and sixty four) shares with no par value, whereas 99,679,851 (ninety nine million, six hundred and seventy nine thousand, eight hundred and fifty one) of which are common shares and 166,788,913 (one hundred sixty-six million seven hundred and eighty eight Thousand and nine hundred and thirteen) of which are preferred shares. After the deliberation, Mr. Chairman of the Board of Directors thanked the presentation and moved on to the next item on the Agenda;

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**5.3. Acknowledgement of the resignation of Mr. Marcos Baruki Samaha to the position of Executive Director:** Messrs. Board Members acknowledged the letter of resignation for the position of Executive Director presented on October 5<sup>th</sup>, 2017 by Mr. Marcos Baruki Samaha, Brazilian, married, psychologist specialized in Business Administration, bearer of Identity Card RG no. 15.993.025, enrolled with CPF/MF no. 072. 351.878-59, resident and domiciled in the Capital of the State of São Paulo, elected to occupy said position on March 22, 2016, observing that the employment contract with the Company will remain in force. Having no decision to be taken, the Chairman of the Board of Directors thanked Mr. Marcos Baruki Samaha for his services to the Company.

**6. APPROVAL AND SIGNATURE OF THESE MINUTES:** As there were no further matters to be addressed, the meeting was adjourned so that these minutes were drawn up. Then the meeting was resumed and these minutes were read and agreed to, having been undersigned by all attending persons. São Paulo, October 26<sup>th</sup>, 2017. Chairman: Mr. Arnaud Daniel Charles Walter Joachim Strasser; Secretary: Mrs. Ana Paula Tarossi Silva. Members of the Board of Directors: Messrs. Arnaud Daniel Charles Walter Joachim Strasser, Jean-Charles Henri Naouri, Carlos Mario Giraldo Moreno, Eleazar de Carvalho Filho, Jose Gabriel Loaiza Herrera, Luiz Augusto de Castro Neves, Luiz Aranha Corrêa do Lago, Luis Nelson Guedes de Carvalho, Manfred Heinrich Gartz, Ronaldo Iabrudi dos Santos Pereira e Yves Desjacques.

I hereby certify, for due purposes, that this is an extract of the minutes registered in the relevant corporate book, in accordance with Article 130, paragraph 3, of Law No. 6.404/76 as amended.

**Ana Paula Tarossi Silva**

Secretária

**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: October 26, 2017

By: /s/ Ronaldo Iabrudi

Name: Ronaldo Iabrudi

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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