

Gafisa S.A.  
Form 6-K  
April 10, 2012

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For the month of April, 2012**

**(Commission File No. 001-33356),**

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**Gafisa S.A.**

*(Translation of Registrant's name into English)*

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**Av. Nações Unidas No. 8501, 19th floor**  
**São Paulo, SP, 05425-070**  
**Federative Republic of Brazil**  
*(Address of principal executive office)*

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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)

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 by furnishing the information contained in this Form,  
the Registrant is also thereby furnishing the information to the Commission pursuant  
to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

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Yes \_\_\_\_\_ No \_\_\_X\_\_\_

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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**GAFISA S.A.**

Tax ID (CNPJ/MF) No. 01.545.826/0001-07

NIRE 35.300.147.952

**Publicly-Held Company**

# **ANNUAL AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETINGS**

## **CALL NOTICE**

The shareholders of GAFISA S.A. ("Company") are hereby invited to meet, on May 11, 2012, at 10:30 a.m., on first call, at the Company's headquarters, located in the City of São Paulo, State of São Paulo, Brazil, at Avenida Nações Unidas, 8,501, 19<sup>th</sup> floor, in the Annual and Extraordinary General Shareholders' Meetings, to be held together, to decide on the following AGENDA:

(1) In the ANNUAL GENERAL SHAREHOLDERS' MEETING:

- (i) To receive the accounts drawn up by the Company's officers, examine, discuss and vote on the financial statements concerning the fiscal year ended December 31<sup>st</sup>, 2011;
- (ii) To establish the numbers of members that shall comprise the Company's Board of Directors;
- (iii) To elect the members of the Company's Board of Directors due to the expiration of the term of office;
- (iv) To establish the amount of the global remuneration to be paid to the Company's administrators in 2012;
- (v) To install and establish the numbers of members that shall comprise the Company's Fiscal Council;
- (vi) To elect the members of the Company's Fiscal Council due to the expiration of the term of office; and
- (vii) To establish the amount of the global remuneration to be paid to the Company's Fiscal Council in 2012;

(2) In the EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING:

- (i) To amend Article 5<sup>th</sup> of Company's Bylaws in order to reflect capital increases approved by the Board of Directors, within the limit of the authorized capital of the Company, up to the date of the General Shareholders' Meeting;
- (ii) To amend the §1<sup>st</sup> of Article 19 of Company's Bylaws in order to include the possibility of leaving vacant the seat of the Board of Directors in case of vacancy of the member;

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- (iii) To amend Articles 27, 30, 31, 32 an renumbering of the subsequent, in order to adapt the description of duties and powers of Officers into a new organizational structure of the Company, as suggested by the Board of Directors;
  - (iv) To reform the Company's Bylaws in order to adapt it to the minimum clauses disclosed by the Brazilian Stock Exchange (*BM&FBovespa S.A. – Bolsa de Valores, Mercadorias e Futuros*), *under the terms of the new Regulation of Listing of the New Market (Regulamento de Listagem do Novo Mercado)*; and
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- (v) To restate Company's Bylaws.

**General Information:**

- The following documents were published on April 11, 2012 in the “*Diário Oficial do Estado de São Paulo*” (State of São Paulo Official Gazette) and in the newspaper “*O Estado de São Paulo*”: (a) annual report of the management; (b) financial statements concerning the fiscal year ended December 31, 2009; and (c) the opinion of the independent auditors.
- The documents and information referred to above and other ones required by CVM Instruction No. 481 issued on December 17, 2009 were provided to the Brazilian Securities Commission (*Comissão de Valores Mobiliários – CVM*) through the System of Periodical Information (*IPE*), in accordance with Article 6<sup>th</sup> of the abovementioned Instruction, and are at Shareholders disposal at the Company's headquarters, in its Investors Relations website ([www.gafisa.com.br/ri/](http://www.gafisa.com.br/ri/)), and in the websites of Brazilian Stock Exchange (*BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros*) ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and of the Brazilian Securities Commission (*Comissão de Valores Mobiliários – CVM*) ([www.cvm.gov.br](http://www.cvm.gov.br)).
- Shareholders or their attorneys-in-fact shall attend to the General Meetings holding documents which evidence their identity.
- The participant Shareholders of the Fungible Custody of Registered Shares of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros who wish to participate in the General Meetings shall deliver statement containing their corresponding equity interest, issued by the competent depository institution, at least forty-eight (48) hours before the holding of the General Meetings.
- The Shareholders are requested to deliver the proxies granting special powers for purposes of representation at the General Meetings referred to herein at the Company's headquarters, in the Investor Relations Department, up to May 8, 2012.
- In compliance with CVM Instruction No. 165/91, as amended by CVM Instruction No. 282/98, the Company informs that the minimum percentage of voting capital for purposes of requesting for multiple voting procedure is 5%.

São Paulo, April 9, 2012

Caio Racy Mattar

Chairman of the Board of Directors

**SIGNATURE**

Pursuant to the requirements 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.

Date: April 10, 2012

**Gafisa S.A.**

By:

/s/ Alceu Duílio Calciolari

Name: Alceu Duílio Calciolari

Title: Chief Executive Officer and Investor Relations Officer

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