

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

April 12, 2012

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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 April, 2012

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 ID (CNPJ/MF) 47.508.411/0001-56

**CALL NOTICE**  
**ANNUAL AND SPECIAL SHAREHOLDERS MEETING**

The shareholders of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO** (“**Company**”) are summoned to hold a meeting on April 27, 2012, at 2:00 p.m., at the Company’s headquarters, established at Avenida Brigadeiro Luís Antonio, nº 3.142, in the city of São Paulo in order to resolve on the following Agenda:

At the Annual Shareholders Meeting:

**(a)** Reading, discussion and voting the financial statements related to the year ended on December 31<sup>st</sup>, 2011;

**(b)** Approval of the Proposal for Designation of Retained Earnings for the fiscal year ended on December 31, 2011;

**(c)** Approval of the Capital Budgeting;

**(d)** Election of the members of the Fiscal Council;

**(e)** Determination of annual global compensation of the Company's management, Fiscal Council and Advisory Board of the Company;

At the Special Shareholders Meeting:

**(f)** Approval of the Management Proposal related to the Investment Plan for 2012;

**(g)** Approval of the Management Proposal for the adjustment of the appraisal report related to the merger of GAAM S.A. Comercial e Administradora into the Company, duly approved on the special shareholders meeting of the Company held on 09/30/1997;

**(h)** Approval of the Management Proposal for the ratification of the acquisition of the control of Sendas Distribuidora S.A. and for the approval of the appraisal report related to the acquisition of the control of Sendas Distribuidora S.A., according to the Section 256, §1º, of Law n. 6.404/76;

**(i)** Approval of the Management Proposal related to the increase of the capital stock through the capitalization of the Expansion Reserve and Retention Reserve based on the Capital Budgeting, constituted on Shareholders meeting dated on March 31, 2011, resulting in the increase of Company's capital stock in the amount of R\$ 358,413,641.91, without the issuance of new shares and, in consequence, the modification of Article 4th of the Company's By Laws;

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(j) Approval of the Management Proposal concerning the increase of the capital stock through the capitalization of the goodwill special reserve in the total amount of R\$ 200,905,749.69 with 20% of the total increase, that is, R\$ 40,181,149.94 capitalized without the issuance of new shares, for the benefit of all shareholders, and 80% of the total increase, that is, R\$ 160,724,599.75, capitalized for the benefit of the Company's controlling shareholder, Wilkes Participações S.A., pursuant to Article 7 of Instruction CVM 319/99 (as amended), by means of the issuance of new preferred shares, whose issue price will be the weighted average of the 15 trading floors prior to this call notice and in consequence, the modification of Article 4<sup>th</sup> of the Company's By Laws. The Company's shareholders will be granted the preemptive right for the subscription of these new shares to be issued in compliance with Article 171 of Law 6,404/76 (as amended). These new preferred shares will have the same rights and characteristics as the currently preferred shares, except for the dividends related to the fiscal year ended on December 31, 2011;

(k) Approval of the Management Proposal related to the modification of the items 'a', 'f', 'g', 'k', 'n', 'o' e 'u', § 1, Article 2<sup>nd</sup>, and § 2, Article 12<sup>th</sup>, of Company's By Laws, as well as the inclusion of items 'u' e 'v', § 1, Article 2<sup>nd</sup> and the consequent reorganization of the subsequent items, and sole paragraph at Article 1<sup>st</sup> of the Company's By Laws; and

(l) Consolidation of the Company's Bylaws.

Copies of the Management Proposals and documents referred to are available to the Shareholders at the Company's headquarters, at the Company's Investor Relation ([www.grupopaodeacucar.com.br/ri](http://www.grupopaodeacucar.com.br/ri)) and at Comissão de Valores Mobiliários – CVM website ([www.cvm.gov.br](http://www.cvm.gov.br)), pursuant to Articles 124 and 135 of Law 6404/76 and CVM Instruction 481/09, referring to matters included in the Agenda.

Shareholders intending to be represented at the Shareholders Meeting summoned hereby are required to send the documents, evidencing their capacity as a Company shareholder, and the powers of attorney, seventy-two (72) hours prior to the meeting. The documents shall be forwarded to the Company at Avenida Brigadeiro Luís Antonio, nº 3142, in the city of São Paulo, in attention to Departamento Jurídico Societário.

São Paulo, April 11, 2012.

**ABILIO DOS SANTOS DINIZ**

Chairman of the Board of Directors

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**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: April 12, 2012

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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