

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

December 31, 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 December, 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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{0}>**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**<}100{>**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**<0}

{0}>Companhia Aberta de Capital Autorizado<}100{>Publicly-Held Corporation<0}

{0}>CNPJ/MF n.º 47.508.411/0001-56<}0{>Tax payer's Registry (CNPJ/MF)

Number 47.508.411/0001-56<0}

{0}>**FATO RELEVANTE**<}100{>MAM**MATERIAL FACT**<0}

{0}>A Companhia Brasileira de Distribuição ("CBD" ou "Companhia"), em atendimento ao disposto no parágrafo 4º, do Art. 157 da Lei n.º 6.404, de 15 de dezembro de 1976, conforme alterada e em vigor, e na Instrução CVM nº. 358/02, vem a público comunicar aos seus acionistas e ao mercado em geral acerca da aprovação, pela Assembleia Geral de acionistas da CBD, realizada nesta data, da incorporação, pela Companhia, do acervo cindido de Sendas Distribuidora S.A. ("Sendas") e do acervo cindido de Sé Supermercados Ltda. ("Sé").

{0}>Companhia Brasileira de Distribuição ("CBD" or "Company"), in compliance with the provisions of paragraph 4 of Article 157 of Law No. 6404 dated December 15, 1976, as amended and in effect, and with the provisions of CVM Ruling No. No. 358/02, hereby communicates to its shareholders and to the market in general about the approval, by the Shareholders Meeting of CBD, held on the date hereof, of the merger, by the Company, of the spun-off assets of Sendas Distribuidora S.A. ("Sendas") and of the spun-off assets of Sé Supermercados Ltda. ("Sé").

{0}>Mais informações a respeito da incorporação ora referida podem ser obtidas nos sites da CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), da BM&FBovespa ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) e da Companhia ([www.gpari.com.br](http://www.gpari.com.br)).<}0{>For more information about the merger referred to herein, please consult the websites of CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), of BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and of the Company ([www.gpari.com.br](http://www.gpari.com.br)).<0}

{0}>As matérias aprovadas pela Assembleia Geral de acionistas da CBD na data de hoje fazem parte de um projeto maior de reestruturação do Grupo Pão de Açúcar, que deverá estar completamente implementado entre os anos de 2013 e 2014 e que visa, principalmente, a obtenção de consideráveis benefícios de ordem administrativa, econômica e financeira, principalmente através da racionalização e simplificação da estrutura societária do grupo, possibilitando a consolidação e redução de gastos e despesas operacionais e viabilizando a captura de sinergias operacionais e fiscais.<}0{>The matters approved by the CBD Shareholders Meeting on the date hereof form part of a major restructuring project of Grupo

Pão de Açúcar, which shall be fully implemented between years 2013 and 2014 and is mainly intended to obtain considerable administrative, economic and financial benefits, especially through the rationalization and simplification of the group's equity structure, enabling the consolidation and reduction of operation costs and expenses and making the attainment of operating and tax synergies feasible.<0 }

{0>São Paulo, 28 de dezembro de 2012<}100{>São Paulo, December 28, 2012<0 }

{0>**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**<}100{>**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**<0 }

{0>Vitor Fagá de Almeida<}0{>Vitor Fagá de Almeida<0 }

{0>Diretor de Relações com Investidores<}100{>Investor Relations Officer<0 }

**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: December 31, 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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