

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

June 18, 2012

---

## 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 June, 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

---

**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

AUTHORIZED CAPITAL PUBLICLY-HELD COMPANY

Corporate Taxpayer's ID (CNPJ/MF) 47.508.411/0001-56

**NOTICE TO THE MARKET**

**Companhia Brasileira de Distribuição (“CBD”)**, pursuant to Article 12 of CVM Instruction 358/02, as amended, hereby informs that it has received the correspondence below, from Oppenheimer Funds, Inc., notifying that the latter's beneficial ownership has been reduced to less than 5% of the outstanding stock of CBD.

The Company's Investor Relations Department is at shareholders' disposal to clarify any matters relating to the purpose of this Notice through telephone number +55 11 3886-0421 or e-mail [gpa.ri@grupopaodeacucar.com.br](mailto:gpa.ri@grupopaodeacucar.com.br).

São Paulo, June 15, 2012

**Vítor Fagá de Almeida**

Finances, Corporate Services and Investor Relations Officer



**Companhia Brasileira de Distribuição**

Avenida Brigadeiro Luis Antônio, nr 3.142

01401-001 – São Paulo, SP – Brasil

**At.: Mr. Vitor Fagá de Almeida**

Investor Relations Officer

Ph.: 55 11 3886-0421

Fax: 55 11 3884-2677

e-mail: gpa.ri@paodeacucar.com.br

June 15, 2012

**Companhia Brasileira de Distribuição – Disclosure of Change of Material Equity Holding**

Dear Sirs,

**1** The undersigned Oppenheimer Funds, Inc. (“**OFI**”), on behalf of some of its clients and subsidiaries, including OFI Institutional Asset Management, Inc. (“**OFII**”), hereby informs that its relevant shareholding in Companhia Brasileira de Distribuição (“**CBD**”) in 13 June 2012, added up to 8,122,314 American Depositary Receipts (“**ADRs**”) representing preferred shares, representing 4.97% of the total preferred shares issued by CBD.

**2** For the purposes of Paragraph 4th, Article 12 of the Brazilian Securities and Exchange Commission (“**CVM**”) Ruling No. 358, of January 3, 2002, as amended, OFI hereby requests CBD's Investor Relations Officer to disclose the following information to CVM and to the relevant authorities:

(i) OFI and OFII registered office is headquartered at Liberty Street, 225, World Financial Center, New York, 10080, United States of America;

(ii) OFI and OFII aggregated holdings added up to 8,122,314 preferred shares issued by CBD, representing approximately 4.97% of the total preferred shares issued by CBD, as specified on item 1 above;

(iii) the purpose of the above mentioned equity holdings is strictly of investment, and there is no intention to change the control composition or the administrative structure of CBD;

(iv) no debentures convertible, nor any other securities convertible into shares issued by CBD are held by OFI and OFII; and

(v) no agreement or contract regulating the exercise of voting rights or the purchase and sale of securities issued by CBD were executed by OFI and OFII.

Please do not hesitate to contact us with any further question or comment on the above.

Yours faithfully,

---

**Oppenheimer Funds, Inc.**

Bridget Ireland

*Compliance Vice-President*

**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: June 18, 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.

---