

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

February 05, 2013

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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 February, 2013

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**

Tax payer's Registry (CNPJ/MF) Number 47.508.411/0001 56

State Registration Number (NIRE) 35.300.089.901

**MANAGEMENT PROPOSAL FOR THE GENERAL SHAREHOLDERS MEETING**

**TO BE HELD ON THE FEBRUARY 20<sup>th</sup>, 2013**

Dear shareholders,

The management of Companhia Brasileira de Distribuição ("**Company**") hereby present, for discussion on the general shareholders meeting to be held on February 20<sup>th</sup>, 2013, at 9:00am, at the Company's registered offices, at Avenida Brigadeiro Luís Antonio, No. 3.142, sala 1, at the city and state of São Paulo, a proposal for the election of 2 (two) members for the Company's Board of Directors, in substitution of the members Geyze Marchesi Diniz and Pedro Paulo Falleiros dos Santos Diniz.

In compliance with the provisions of Section 10 of CVM Instruction No. 481/2009, information required in items 12.6 to 12.10 of the Company's Reference Form (Formulário de Referência) is attached to this proposal in connection with the candidates indicated by the controlling shareholder of the Company, to be elected as members of the Company's Board of Directors (Annex I).

We request that the shareholders that intend to appoint attorneys in fact to act on their behalf at the general meeting send the proper documents evidencing they are shareholders of the Company and the powers of attorney granted at least seventy two (72) hours before the meeting is held. Such documents shall be sent to the Company's Corporate Legal Department, at Avenida Brigadeiro Luís Antonio, No. 3.142, at the city and state of São Paulo, through registered mail.

Copies of this proposal, as well as the Call Notice for the general meeting in reference, are available to the shareholders at the Company's registered offices, at the Company's investors relations website

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([www.grupopaodeacucar.com.br/ri](http://www.grupopaodeacucar.com.br/ri)) and at the Brazilian Securities Commission (Comissão de Valores  
Mobiliários – CVM) website ([www.cvm.gov.br](http://www.cvm.gov.br)).

São Paulo, February 4<sup>th</sup>, 2013

**BOARD OF DIRECTORS**

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## ANNEX I

### Information of the candidates for the position of members of the Company's Board of Directors

#### Items 12.6 to 12.10 of the Company's Reference Form

#### 12.6. In relation to each of the members of management and fiscal council, indicate, in a chart:

Name:	<b>Luiz Fernando Figueiredo</b>
Age:	49
Profession:	Business manager
CPF or passport number:	013.124.158-35
Elective position (aimed):	Member of the Board of Directors
Election date (aimed):	February 20 <sup>th</sup> , 2013
Tenure from (aimed):	February 20 <sup>th</sup> , 2013
Term of office:	Until the 2014 annual shareholders meeting
Other positions or functions performed in the Company:	-
Indication whether appointed by controlling shareholder or not:	Appointed by Wilkes Participações S.A., the Company's controlling shareholder

Name:	<b>Claudio Eugenio Stiller Galeazzi</b>
Age:	72
Profession:	Accountant
CPF or passport number:	381.876.128-00
Elective position (aimed):	Member of the Board of Directors
Election date (aimed):	February 20 <sup>th</sup> , 2013
Tenure from (aimed):	February 20 <sup>th</sup> , 2013
Term of office:	Until the 2014 annual shareholders meeting
Other positions or functions performed in the Company:	-
Indication whether appointed by controlling shareholder or not:	Appointed by Wilkes Participações S.A., the Company's controlling shareholder

#### 12.7. Provide information of item 12.6 in relation to members of committees provided for in the Bylaws, as well as audit, risk, financial and compensation committees, even if such committees or bodies are not provided for in the Bylaws:

Applicable information provided in the preceding item.

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**12.8. In relation to each member of management and fiscal council, provide:**

**a. Resume:**

Mr. **Luiz Fernando Figueiredo** is currently founding partner and member of the Executive Committee of Mauá Sekular Investimentos and founding partner of Gávea Investimentos, as well ANBIMA's Officer. Mr. Figueiredo has previously acted as Officer of the Brazilian Central Bank (Banco Central do Brasil) between 1999 and 2003 (responsible for the departments of Open Market, Banking Operations and Payment Systems (DEBAN) and Exchange), former partner and treasury officer of Bank BBA (Banco BBA), AMEC's Officer member of Market Committee of BM&F.

Mr. **Claudio Eugenio Stiller Galeazzi** is currently partner and Director of BTG Pactual and Officer of the São Paulo Modern Art Museum (Museu de Arte Moderna SP MAM). Mr. Galeazzi has previously acted as CEO of Sendas Distribuidora S.A. and Companhia Brasileira de Distribuição (Pão de Açúcar), CEO and Chairman of Lojas Americanas, Chairman and CEO of Artex, Commercial Vice President of British Petroleum Mining in Brazil, Chairman and CEO of Cia. Estanifera do Brasil (CESBRA), joint venture between British Petroleum and BRASCAN, Superintendent of Ceramica Cocrisa and Portinari. Chairman and CEO of Vila Romana and VR. Chairman and CEO of Laticínios Mococa. He has appointed by the President of Brazil to act for 5 years as President of the National Council of SESI, in Brasília. He has acted as Officer of Instituto Euvaldo Lodi (IEL), Vice President of the National Factoring Association (ANFAC), Officer of the Sao Paulo Industry Federation (Federação das Indústrias de São Paulo). In the past, he has acted as member of several Board of Directors.

**b. Description of any of the following events which have occurred in the previous 5 years: (i) any criminal conviction; (ii) any conviction within an administrative proceeding conducted by CVM and the penalties applied; and (iii) any conviction not subject to appeal, judicial or administrative, which has suspended or forbidden the performance of any professional or commercial activity.**

Mr. Luiz Fernando Figueiredo and Mr. Claudio Eugenio Stiller Galeazzi have nothing to declare and were not subject to any of the possibilities listed in this item

**12.9. Provide information on marital relationship, civil partnership or family connection (up to second degree) among: (a) the Company's managers; (b) (i) the Company's managers and (ii) managers of companies directly or indirectly controlled by the Company; (c) (i) managers of companies directly or indirectly controlled by the Company and (ii) the Company's direct or indirect controlling persons or companies; and (d) (i) the Company's managers and (ii) managers of the Company's direct or indirect controlling companies.**

Mr. Luiz Fernando Figueiredo and Mr. Claudio Eugenio Stiller Galeazzi have nothing to declare and are not subject to any of the possibilities listed in this item.

**12.10. Provide information on subordination relationship, rendering of services or controlling relationships existing in the last 3 fiscal years, between management members and (a) companies directly or indirectly controlled by the Company; (b) the Company's direct or indirect controlling persons or companies; and (c) where relevant, supplier, client, borrower or creditor of the Company, of companies controlled by the Company, of the Company's controlling persons or companies and of companies controlled by any of such persons or companies.**

Mr. Luiz Fernando Figueiredo has nothing to declare and is not subject to any of the possibilities listed in this item.

Mr. Claudio Eugenio Stiller Galeazzi has acted as Company's CEO, until March 2010. He is the indirect controlling shareholder of Galeazzi Associados, which rendered services to the Company in the last 3 (three) fiscal years.

**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: February 5, 2013

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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