

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 20-F/A

May 29, 2018

As filed with the Securities and Exchange Commission on May 29, 2018

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

FORM 20-F/A

(Amendment No. 2)

- .. REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES
EXCHANGE ACT OF 1934
OR
- x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2017
OR
- .. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
OR
- .. SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission File Number 1-14626

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
(Exact Name of Registrant as Specified in its Charter)

BRAZILIAN DISTRIBUTION COMPANY
(Translation of Registrant's name into English)

THE FEDERATIVE REPUBLIC OF BRAZIL
(Jurisdiction of incorporation or organization)

Christophe Hidalgo, Chief Financial Officer
Phone: +55 11 3886-0421 Fax: +55 11 3884-2677
gpa.ri@gpabr.com
Avenida Brigadeiro Luiz Antonio, 3142
01402-901 São Paulo, SP, Brazil
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|--|--|
| Preferred Shares, without par value* | New York Stock Exchange** |
| American Depositary Shares (as evidenced by American Depositary Receipts), each representing one Preferred Share | New York Stock Exchange |

*The Preferred Shares are non-voting, except under limited circumstances.

**Not for trading purposes, but only in connection with the listing on the New York Stock Exchange of American Depositary Shares representing those Preferred Shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the period covered by the annual report:

99,679,851 Common Shares, no par value per share

166,899,579 Preferred Shares, no par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note—Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-accelerated Filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by Other
the International Accounting Standards Board

x

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 " Item 18 "

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). " Yes x No

Explanatory Note

This Amendment No. 2 to the Annual Report on Form 20-F of Companhia Brasileira de Distribuição (the “Company”) amends the Company’s Annual Report on Form 20-F for the year ended December 31, 2017, filed with the Securities and Exchange Commission on April 30, 2018, as amended by Amendment No. 1, filed with the Securities and Exchange Commission on May 14, 2018 (the “Annual Report”). The Company is filing this Amendment No. 2 for the following reason:

To file Exhibit 101, which presents financial information of the Company in eXtensible Business Reporting Language (XBRL). Item 19 of the Annual Report is amended to include the following exhibits:

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|--|
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema |
| 101.CAL | XBRL Taxonomy Extension Scheme Calculation Linkbase |
| 101.DEF | XBRL Taxonomy Extension Scheme Definition Linkbase |
| 101.LAB | XBRL Taxonomy Extension Scheme Label Linkbase |
| 101.PRE | XBRL Taxonomy Extension Scheme Presentation Linkbase |

This Amendment No. 2 comprises a cover page, this explanatory note, the exhibits referred to in this explanatory note, the signature page and the required certifications of the chief executive officer and chief financial officer of the Company.

Other than as set forth above, this Amendment No. 2 does not, and does not purport to, amend any other information set forth in the Annual Report, and the Company has not updated disclosures included therein to reflect any events that occurred subsequent to April 27, 2018.

ITEM 19. EXHIBITS

| <u>Exhibit Number</u> | | <u>Description</u> |
|------------------------------|---|--|
| <u>12.1</u> | * | <u>Section 302 Certification of Chief Executive Officer.</u> |
| <u>12.2</u> | * | <u>Section 302 Certification of Chief Financial Officer.</u> |
| <u>13.1</u> | * | <u>Section 906 Certification of Chief Executive Officer.</u> |
| <u>13.2</u> | * | <u>Section 906 Certification of Chief Financial Officer.</u> |
| 101.INS | * | XBRL Instance Document. |
| 101.SCH | * | XBRL Taxonomy Extension Schema. |
| 101.CAL | * | XBRL Taxonomy Extension Scheme Calculation Linkbase. |
| 101.DEF | * | XBRL Taxonomy Extension Scheme Definition Linkbase. |
| 101.LAB | * | XBRL Taxonomy Extension Scheme Label Linkbase. |
| 101.PRE | * | XBRL Taxonomy Extension Scheme Presentation Linkbase. |

* Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

By: /s/ Peter Paul Lourenço Estermann

Name: Peter Paul Lourenço Estermann

Title: Chief Executive Officer

By: /s/ Christophe Hidalgo

Name: Christophe Hidalgo

Title: Chief Financial Officer

Dated: May 29, 2018