

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

December 26, 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 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 ☒

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

AUTHORIZED CAPITAL PUBLICLY-HELD COMPANY

Corporate Taxpayer's No. (CNPJ/MF) 47.508.411/0001-56

Company Registration No. (NIRE) 35.300.089.901

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 BlackRock, Inc., notifying that the latter's beneficial ownership has been increased to over 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.

São Paulo, December 24, 2012

Vítor Fagá de Almeida

Corporate Relations and Investor Relations Officer

Companhia Brasileira de Distribuição

Avenida Brigadeiro Luis Antônio, nr 3.142

01402-000 – 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

December 21, 2012

Companhia Brasileira de Distribuição – Disclosure of information regarding the Acquisition of Relevant Interest

Dear Sirs,

1 BlackRock, Inc. (“**BlackRock**”) hereby announces on behalf of some of its clients and as investment manager that it acquired preferred shares issued by Companhia Brasileira de Distribuição (“**CBD**”). On December 19, 2012, BlackRock held, on aggregate basis, a total of 8,582,013 preferred shares and 113,559 American Depositary Receipts (“**ADRs**”), equivalent to preferred shares representing approximately 5.31% of the total preferred shares issued by CBD.

2 In order to meet the requirements set forth in Article 12 of Brazilian Securities and Exchange Commission (“**CVM**”) Instruction 358, dated January 3, 2002, as amended, BlackRock hereby requests CBD's Investor Relations Officer to disclose the following information to the CVM and other relevant authorities:

- (i) BlackRock is headquartered at 40 East 52nd Street, New York, New York, 10022-5911, United States of America;
- (ii) BlackRock holds 8,582,013 preferred shares and 113,559 ADRs, equivalent to preferred shares issued by CBD, as described in item 1 above;
- (iii) the above mentioned shareholdings are strictly for investment purposes, there being no intention of changing CBD's control or management structure;
- (iv) BlackRock does not hold debentures convertible into shares, nor any securities convertible into shares issued by CBD; and

(v) BlackRock has not entered into any contracts or agreements regulating the exercise of voting rights or the purchase or sale of securities issued by CBD.

We remain at your disposal for any further information you may require.

Sincerely,

Pp. BlackRock, Inc.
Renata Cardoso

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 26, 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.
