

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

May 16, 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 May, 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) No. 47.508.411/0001 56

NOTICE TO THE MARKET

Companhia Brasileira de Distribuição (“CBD”), in compliance with the provisions of Article 12 of CVM Ruling No. 358/02, as amended and in force, with the purposes of keeping the Market properly informed, and in addition to the Notice to the Market published on March 22, 2014, hereby communicates to its shareholders and to the markets that, on May 15, 2012, it was informed by the shareholder Casino Guichard-Perrachon (“**CASINO**”) on the remittance of correspondences to the shareholder Abilio Diniz, on the same date, pursuant to which:

(i) it requests, in accordance with the applicable legislation and the Shareholders Agreement of Wilkes Participações S.A. (“**WILKES**”), executed on November 27, 2006 (the “**SHAREHOLDERS AGREEMENT**”), the calling of the following meetings, to be held on June 22, 2012, (a) an Extraordinary General Shareholders Meeting of WILKES, for the election of the Chairman of the Board of Directors of WILKES, in accordance with Section 5.1.2.4 of the SHAREHOLDERS AGREEMENT, (b) a Meeting of the Board of Directors of WILKES, to determine the vote to be given in the Extraordinary General Shareholders Meeting of CBD, to be held on the same date; and (c) an Extraordinary General Shareholders Meeting of CBD, for the election, by the shareholder CASINO, of three members of the Board of Directors of CBD, in accordance with Section 9.3(E) of the SHAREHOLDERS AGREEMENT;

(ii) in accordance with Section 5.1.2.4(b) of the SHAREHOLDERS AGREEMENT, it appoints Mr. Jean-Charles Naouri, to be the Chairman of the Board of Directors of WILKES, as from June 22, 2012; and

(iii) it informs about the exercise, on an irrevocable manner, of the Rearrangement Call Option, as defined in the SHAREHOLDERS AGREEMENT, conditioned on the non-exercise of the First Put Option by the AD GROUP.

São Paulo, May 15, 2012

Vítor Fagá de Almeida

Investor Relations Officer

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: May 15, 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.
