

PETROBRAS - PETROLEO BRASILEIRO SA
Form 6-K
August 24, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the
Securities Exchange Act of 1934

For the month of August, 2011

Commission File Number 1-15106

PETRÓLEO BRASILEIRO S.A. - PETROBRAS
(Exact name of registrant as specified in its charter)

Brazilian Petroleum Corporation - PETROBRAS
(Translation of Registrant's name into English)

Avenida República do Chile, 65
20031-912 - Rio de Janeiro, RJ
Federative Republic of Brazil
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

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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This report on Form 6-K is incorporated by reference in the Registration Statement on Form F-3 of Petróleo Brasileiro -- Petrobras (No. 333-163665).

PETRÓLEO BRASILEIRO S.A. - PETROBRAS

Material Fact

Payment of Interest on own Capital

Rio de Janeiro, August 24th, 2011 – Petróleo Brasileiro S.A - Petrobras announces that it will pay the second installment of advanced dividend payment related to the 2011 fiscal year, on August 31st, 2011. The payment will be under the form of Interest on Capital, in the amount of R\$ 0.20 per common (ON) or preferred (PN) shares (R\$ 0.40 per ADRs), based on shareholder position at August 2nd, 2011 and in accordance to Notice to Shareholders issued on July 22nd, 2011.

This interest on own capital will be offset against the remuneration (dividends plus interest on own capital) to be paid related to the 2011 fiscal earnings.

This IOC (R\$ 0.20) will be subject to withhold income tax of 15% (fifteen per cent).

Payment in connection with the American Depositary Receipts (ADRs) traded on the New York Stock Exchange - NYSE will be made through JPMorgan Chase Bank, N.A., depositary bank for the ADRs.

The expected payment date for the ADRs holders is September 7th, 2011. Additional information may be obtained at www.adr.com.

Rights to IOC unclaimed within 3 (three) years as from payment date will lapse and revert in favor of the Company (Law 6404/76, Article 287, Subsection II, Item a).

Almir Guilherme Barbassa

CFO and Investor Relations Officer

Petróleo Brasileiro S.A. – Petrobras

www.petrobras.com.br/ri/english

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This document may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act) that merely reflect the expectations of the Company's management. Such terms as "anticipate", "believe", "expect", "forecast", "intend", "plan", "project", "seek", "should", along with similar or analogous expressions, are used to identify such forward-looking statements. These predictions evidently involve risks and uncertainties, whether foreseen or not by the Company. Therefore, the future results of operations may differ from current expectations, and readers must not base their expectations exclusively on the information presented herein.
