

CPFL Energy INC
Form 20-F/A
May 23, 2018

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

FORM 20 F/A

(Amendment No. 1)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**for the fiscal year ended December 31, 2017
Commission File Number 1 32297**

CPFL ENERGIA S.A.

(Exact name of registrant as specified in its charter)

CPFL ENERGY INCORPORATED
(Translation of registrant's name into English)

The Federative Republic of Brazil
(Jurisdiction of incorporation or organization)

**Rodovia Engenheiro Miguel Noel Nascentes Burnier, 1,755, km 2,5
Parque São Quirino
Campinas
São Paulo 13088 140**
(Address of principal executive offices)

Gustavo Estrella
+55 19 3756 8704 – gustavoestrella@cpfl.com.br
Federative Republic of Brazil
(Name, telephone, e mail and/or facsimile
number and address of company contact person)

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

Title of each class:

Name of each exchange on which
registered:

Common Shares, without par value*
American Depositary Shares (as evidenced by
American Depositary Receipts), each representing 2
Common Shares

New York Stock Exchange

*Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

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**

As of December 31, 2017, there were 1,017,914,746 common shares, without par value, outstanding

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 ☐

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 ☒ N/A ☐

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 ☐

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 ☒ IFRS ☐ Other ☐

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 ☐ No ☒

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 20-F for the fiscal year ended December 31, 2017 of CPFL Energia S.A., originally filed with the Securities and Exchange Commission, or the SEC, on April 24, 2018 (the “2017 Form 20-F”), is being filed for the purposes of adding Exhibit 101 to Item 19 “Exhibits” and furnishing the Interactive Data File disclosure as Exhibit 101 in accordance with Rule 405 of Regulation S-T. This Exhibit was not previously filed.

Since the 2017 Form 20-F was filed on April 24, 2018, the following principal events have occurred:

- The following changes resulting from our annual shareholders’ meeting held on April 27, 2018. For more information on the changes that resulted from our annual shareholders’ meeting, see the Form 6-K filed on April 30, 2018:
 - The approval of the allocation of our 2017 net income of R\$1,243 million (i) R\$59.0 million allocated to our legal reserve, (ii) R\$123.7 million allocated to the statutory reserve for the adjustment of concession financial assets, (iii) R\$746.5 allocated to the statutory reserve for working capital improvement; and (iv) R\$280.2 allocated to a dividend distribution, equivalent to R\$0.275259517 per share for the year ended December 31, 2017. For more information, see “Item 5. –Liquidity and Capital Resources—Dividends” in our 2017 Form 20-F;
 - The election of members to our Board of Directors to serve until our annual shareholders’ meeting in 2019. Such election resulted in the replacement of Yuhai Hu by Bo Wen as chairman and of Daobiao Chen by Shirong Lyu as vice-chairman. All other members of our Board of Directors remain unchanged;
 - The election of members to our Fiscal Council to serve until our annual shareholders’ meeting in 2019. Such election resulted in the replacement of Yuehui Pan by Lisa Birmann Gabbai as chairperson. All other members of our Fiscal Council remain unchanged;
 - The approval of R\$33.6 million in aggregate compensation, including cash and benefits in kind, payable to members of our Board of Directors and our executive officers from May 2018 to April 2019. Of this amount, R\$0.6 million is intended as fixed remuneration for our Board of Directors and up to R\$33.0 million is intended as fixed and variable compensation of our executive officers; and

- The approval of R\$33.6 million in aggregate compensation, including cash and benefits in kind, payable to members of our Board of Directors and our executive officers from May 2018 to April 2019. Of this amount, R\$0.6 million is intended as fixed remuneration for our Board of Directors and up to R\$33.0 million is intended as fixed and variable compensation of our executive officers; and
- The approval of R\$0.3 million in aggregate fixed compensation payable to members of our Fiscal Council from May 2018 to April 2019;
- The following changes resulting from our extraordinary shareholders' meeting held on April 27, 2018. For more information on the changes that resulted from our extraordinary shareholders' meeting, see the Form 6-K filed on April 30, 2018:
 - Certain revisions to our bylaws, including revisions made in order to (i) extinguish the reserve for the adjustment of concession financial assets, (ii) comply with the new *Novo Mercado* requirements, (iii) revise the approval thresholds, in accordance with periodic monetary updates, so that any transaction entered into between our shareholders or related parties and CPFL Energia (or its subsidiaries) that exceeds R\$11,851,000.00 be previously approved by our Board of Directors, and (iv) increase the size of our board of executive officers from eight to nine members and to create the position of deputy chief financial officer; and
 - The approval of the transfer of the balance of R\$826.6 million of the extinguished reserve for the adjustment of concession financial assets to the retained earnings or accumulated losses account;
- The appointment of Yuehui Pan as our deputy chief financial officer on May 9, 2018 to serve until our annual shareholders' meeting in 2019. For more information on this change, see the Form 6-K filed on May 9, 2018; and
- Our board of directors' recognition on May 9, 2018 that one member of our Fiscal Council, Ran Zhang, qualifies as an audit committee expert.

Other than as expressly set forth above, this Amendment No. 1 to the 2017 Form 20-F does not, and does not purport to, amend, update or restate the information in any other item of the 2017 Form 20-F, or reflect any events that have occurred after the 2017 Form 20-F was originally filed.

ITEM 19. Exhibits

No.	Description
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant, CPFL Energia S.A., hereby certifies that it meets all of the requirements for filing on Form 20 F/A and that it has duly caused this Amendment No. 1. to the annual report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Campinas, state of São Paulo, Brazil, on May 23, 2018.

CPFL ENERGIA S.A.

By: /s/ Andre Dorf

Name: Andre Dorf

Title: Chief Executive Officer

By: /s/ Gustavo Estrella

Name: Gustavo Estrella

Title: Chief Financial Officer