

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD
Form F-6EF
May 18, 2006

As filed with the Securities and Exchange Commission on May 18, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

of

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

BRAZIL

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286
(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

The Bank of New York
ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit ⁽¹⁾ | Proposed maximum aggregate offering price ⁽¹⁾ | Amount of registration fee |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing non-voting preferred shares, without par value, of Companhia Brasileira de Distribuição | 100,000,000 American Depositary Shares | \$5.00 | \$.05 | \$535.00 |

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

EMM-836548_3

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

EMM-836548_3

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u> | <u>Location in Form of Receipt Filed Herewith as Prospectus</u> |
|-----------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 1. Name and address of depositary | Introductory Article |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities | |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts | corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 15, 16 and 18 |
| (iii) The collection and distribution of dividends | Articles number 4, 12, 13, 14, 15 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 11, 15, 16 and 18 |
| (v) The sale or exercise of rights | Articles number 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18 |

- (vii) Amendment, extension or termination of the deposit Articles number 20 and 21 agreement
- (viii) Rights of holders of Receipts to inspect the transfer books Article number 11 of the depositary and the list of holders of Receipts
- (ix) Restrictions upon the right to deposit or withdraw the Articles number 2, 3, 4, 5, 6, 8 and underlying securities 22
- (x) Limitation upon the liability of the depositary Articles number 13, 14, 18, 19 and 21

3. Fees and Charges Articles number 7 and 8
Item - 2.

Available Information

Public reports furnished by issuer Article number 11

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of May 28, 1997, among Companhia Brasileira de Distribuição, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

*b.

Letter agreement among Companhia Brasileira de Distribuição and The Bank of New York relating to pre-release activities. - Filed herewith as Exhibit 2.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

*

Incorporated by reference to Registration Statement on Form F-6 No. 33-99758.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 18, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for non voting preferred shares, without par value, of Companhia Brasileira de Distribuição.

By:

The Bank of New York,
As Depositary

By: /s/ Allen Murray

Name: Allen Murray

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Companhia Brasileira de Distribuição has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Sao Paulo, Brazil on May 18, 2006.

Companhia Brasileira de Distribuição

By: /s/ Fernando Quieroz Tracanella

Name: Fernando Queiroz Tracanella

Title: Investor Relations Officer

By: /s/ Enéas César Pestana Neto

Name: Enéas César Pestana Neto

Title: Financial Administrative and Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 18, 2006.

/s/ Donald J. Puglisi

Name: Valentim dos Santos Diniz
Honorable Chairman

Name: Puglisi & Associates
Authorized U.S. Representative

/s/ Abílio dos Santos Diniz

Name: Abílio dos Santos Diniz
Chairman

/s/ Enéas César Pestana Neto

Name: Enéas César Pestana Neto
Financial Administrative and Accounting Officer
(principal financial and accounting officer)

/s/ Ana Maria Falleiros dos Santos Diniz D Avila

Name: Ana Maria Falleiros dos Santos Diniz D Avila
Director

/s/ Cássio Casseb Lima

Name: Cássio Casseb Lima
Chief Executive Officer

(principal executive officer)

Name: João Paulo Falleiros dos Santos Diniz
Director

/s/ Pedro Paulo Falleiros dos Santos Diniz

Name: Pedro Paulo Falleiros dos Santos Diniz
Director

/s/ Geyze Marchesi Diniz

Name: Geyze Marchesi Diniz
Director

/s/ Maria Silvia Bastos Marques

Name: Maria Silvia Bastos Marques
Director

Name: Gerald Dinu Reiss
Director

Name: Candido Botelho Bracher
Director

Name: Jean-Charles Henri Naouri
Director

/s/ Jacques Patrice Marie Joseph Tierny
Name: Jacques Patrice Marie Joseph Tierny
Director

Name: Hakim Laurent Aouani

Director

/s/ Francis André Mauger
Name: Francis André Mauger
Director

Name: Joël Luc Albert Mornet
Director

/s/ Henri Philippe Reichstul
Name: Henri Philippe Reichstul
Director

INDEX TO EXHIBITS

Exhibit

Exhibit
Number

- 1 Form of Amended and Restated Deposit Agreement dated as of May 28, 1997, among Companhia Brasileira de Distribuição, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder.

- 4 Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.

- 5 Certification under Rule 466.