

Gafisa S.A.
Form 6-K
August 13, 2009

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of August, 2009

(Commission File No. 001-33356),

Gafisa S.A.

(Translation of Registrant's name into English)

**Av. Nações Unidas No. 8501, 19th floor
São Paulo, SP, 05425-070
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 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 by furnishing the information contained in this Form,
the Registrant 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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If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

GAFISA S.A.

CNPJ/MF nº 01.545.826/0001-07

NIRE nº 35.300.147.952

Publicly-held Company

Notice to the Market

Gafisa S.A. (Company) informs its shareholders and the market that the Board of Directors of the Company held a meeting on August 12, 2009 (Meeting) to approve the 6th (sixth) issuance of simple, nonconvertible and unsecured debentures, in two series, effective for 2 (two) years and with par value, in the issuance date, of R\$10,000,000.00 (ten million Reais), totaling an aggregate amount of R\$ 250,000,000.00 (two hundred and fifty million Reais) (Debentures). The Debentures shall be publicly offered on the basis of restricted placement efforts under CVM Instruction No. 476 of January 16, 2009, being the proceeds used to increase the working capital of the Company.

The minutes of the Meeting are available in the IPE system of Brazilian Securities Exchange Commission (*Comissão de Valores Mobiliários*) and Brazilian Securities Stock Exchange (*BM&FBovespa S.A. - Bolsa de Valores, Mercadorias e Futuros*).

São Paulo, August 13 2009

Gafisa S.A.

Alceu Duilio Calciolari

Chief Financial Officer and Investor Relations Officer

