

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD
Form 20-F/A
March 31, 2010

**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, 2008**

Commission file number: **1-14626**

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

(Exact name of Registrant as specified in its charter)

Brazilian Distribution Company

(Translation of Registrant's Name into English)

Federative Republic of Brazil

(Jurisdiction of Incorporation)

Avenida Brigadeiro Luiz Antonio, no. 3,142

01402-901 São Paulo, SP, Brazil

(Address of Principal Executive Offices)

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: |
|--|--|
| Preferred Shares, without par value* | New York Stock Exchange** |
| American Depositary Shares (as evidenced by | New York Stock Exchange |
| American Depositary Receipts), each | |
| Representing two Preferred Shares | |

*The Preferred Shares are non-voting, except under limited circumstances.

**Not for trading purposes, but only in connection with the listing on the New York Stock Exchange of American Depositary Shares representing those Preferred Shares.

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.

The number of issued shares of each class of stock of COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO as of
December 31, 2008 was:

99,679,851 Common Shares, no par value per share

135,569,492 Preferred Shares, no par value per share

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

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 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

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

Indicate by check mark which financial statement item the registrant has elected to follow.

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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

The Company is amending its Annual Report on Form 20-F for the year ended December 31, 2008 (the Annual Report) to include copies of the operational and administrative management services agreement entered into with Galeazzi & Associados Consultoria de Serviços de Gestão Empresarial Ltda., dated as of June 27, 2007, as amended (the Consultancy Agreement).

The Company submitted an application for confidential treatment of certain portions of the Consultancy Agreement to the Securities and Exchange Commission (the SEC) and is filing a redacted form of the Agreement as an exhibit to this Annual Report and pursuant to a request from the SEC 's Division of Corporate Finance.

No other changes are being made to the Annual Report, as originally filed. The Annual Report, as amended by this amendment, continues to speak as of the date of its original filing, and the Company has not updated the disclosure as of a later date.

ITEM 19. EXHIBITS

Exhibit Number Description

- 1.1 English translation of our *Estatuto Social* (by-laws), as amended.(8)
- 2.(a) Form of Amended Deposit Agreement, among us, The Bank of New York, as depositary, and each Owner and Beneficial Owner from time to time of ADRs issued thereunder, including the form of American Depositary Receipt.(1)
- 4.(b)(1) Partnership Agreement dated February 5, 2004, among us, *Sendas S.A., Sé Supermercados Ltda., Novasoc Comercial Ltda., Arthur Antonio Sendas, Sendas Empreendimentos e Participações Ltda., Pão de Açúcar S.A. Indústria e Comércio, Península Participações Ltda., Nova Península Participações S.A.* and Abilio dos Santos Diniz.(2)
- 4.(b)(2) 2nd Addendum to and Restatement of the Shareholders Agreement of *Sendas Distribuidora S.A.* dated September 16, 2005, among us, *Sendas S.A., Sé Supermercados Ltda., Novasoc Comercial Ltda., Arthur Antonio Sendas, Sendas Empreendimentos e Participações Ltda., Pão de Açúcar S.A. Indústria e Comércio, Península Participações Ltda., Nova Península Participações S.A.* and Abilio dos Santos Diniz.(4)
- 4.(b)(3) Joint Venture Agreement dated as of May 3, 2005 among Abilio dos Santos Diniz, Ana Maria Falleiros dos Santos Diniz D Avila, Adriana Falleiros dos Santos Diniz, João Paulo Falleiros dos Santos Diniz, Pedro Paulo Falleiros dos Santos Diniz, Península Participações Ltda., Casino Guichard Perrachon S.A., and Companhia Brasileira de Distribuição.(2)
- 4.(b)(4) Conditional Put Option Agreement dated as of November 27, 2006 by and between Abilio dos Santos Diniz, Ana Maria Falleiros dos Santos Diniz D Avila, Adriana Falleiros dos Santos Diniz, João Paulo Falleiros dos Santos Diniz, Pedro Paulo Falleiros dos Santos Diniz, Península Participações Ltda., AD Península Empreendimentos e Participações Ltda. and Casino Guichard Perrachon S.A. and Segisor.(8)
- 4.(b)(5) Private Instrument of Institution of Usufruct dated as of July 8, 2005 among Vieri Participações S.A., Casino Guichard Perrachon, Segisor, Abilio dos Santos Diniz, Ana Maria Falleiros dos Santos Diniz D Avila, Adriana Falleiros dos Santos Diniz, João Paulo Falleiros dos Santos Diniz, Pedro Paulo Falleiros dos Santos Diniz, Península Participações Ltda. and Companhia Brasileira de

Distribuição.(2)

4.(b)(6) Technical Assistance Agreement dated as of July 8, 2005 by and between us and Casino Guichard Perrachon.(3)

4.(b)(7) Real Estate Structure Agreement dated as of October 3, 2005 by and between us, Zabaleta Participações, and Rio Plate Empreendimentos e Participações Ltda. (4)

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- 4.(b)(8) First Amendment to the Real Estate Structure Agreement dated as of December 30, 2005 by and between us, Zabaleta Participações, and Rio Plate Empreendimentos e Participações Ltda. (4)
 - 4.(b) (9) Wilkes Shareholders Agreement dated as of November 27, 2006 among Sudaco Participações S.A., Segisor, Abilio dos Santos Diniz, Ana Maria Falleiros dos Santos Diniz D Avila, Adriana Falleiros dos Santos Diniz, João Paulo Falleiros dos Santos Diniz, Pedro Paulo Falleiros dos Santos Diniz, and Península Participações Ltda. (5)
 - 4.(b) (10) CBD Shareholders Agreement dated as of December 20, 2006 among Wilkes Participações S.A., Segisor, Abilio dos Santos Diniz, Ana Maria Falleiros dos Santos Diniz D Avila, Adriana Falleiros dos Santos Diniz, João Paulo Falleiros dos Santos Diniz, Pedro Paulo Falleiros dos Santos Diniz, and Península Participações Ltda. (5)
 - 4.(b)(11)+ Operational and Administrative Management Services Agreement dated as of June 27, 2007.*
 - 4.(b)(12)+ First Amendment to Operational and Administrative Management Services Agreement, dated as of December 10, 2007.*
 - 4.(b)(13)+ Second Amendment to Operational and Administrative Management Services Agreement, dated as of October 1, 2008.*
 - 4.(b)(14) Third Amendment to Operational and Administrative Management Services Agreement, dated as of December 31, 2009.*
 - 5.1 English translation of *Acordo de Acionistas* (Stockholders Agreement) of Barcelona Comércio Varejista e Atacadista S.A., as amended. (7)
 - 6.1 See notes 2 (o) to our financial statements for information explaining how earnings per share information was calculated.(8)
 - 8.1 List of Subsidiaries. See note 3 (s) to our financial statements for information regarding our subsidiaries.(8)
 - 11.1 Code of Ethics and Conduct. (6)
 - 12.1 Section 302 Certification of the Chief Executive Officer.*
 - 12.2 Section 302 Certification of the Administrative Financial Officer.*
 - 13.1 Section 906 Certification of the Chief Executive Officer.(8)
 - 13.2 Section 906 Certification of the Administrative Financial Officer.(8)
 - 15.1 Report of Independent Registered Public Accounting Firm.(8)
- (1) Incorporated herein by reference to our registration statement on Form F-6 (No. 333-145679).
 - (2) Incorporated herein by reference to our annual report on Form 20-F filed on September 15, 2005.
 - (3) Incorporated herein by reference to our 6-K filed on August 1, 2005.
 - (4) Incorporated herein by reference to our annual report on Form 20-F filed on June 27, 2006.
 - (5) Incorporated herein by reference to our annual report on Form 20-F filed on June 28, 2007.
 - (6) Incorporated herein by reference to our annual report on Form 20-F filed on June 21, 2004.

- (7) Incorporated herein by reference to our annual report on Form 20-F filed on May 16, 2008
- (8) Incorporated herein by reference to our annual report on Form 20-F filed on June 23, 2009
- * Filed herewith
- + Confidential treatment has been requested for portions of this exhibit. These portions have been omitted from the Annual Report and submitted separately to the Securities and Exchange Commission.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this amendment No.1 to the anual report on its behalf.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

By: /s/ Enéas César Pestana Neto
Name: Enéas César Pestana Neto
Title: Chief Executive Officer

By: /s/ José Antônio de Almeida Filippo
Name: José Antônio de Almeida Filippo
Title: Chief Financial Officer

Dated: March 30, 2010

Exhibit Index

| Exhibit Number | Description |
|-----------------------|---|
| <u>4(b)(11)+</u> | <u>Operational and Administrative Management Services Agreement dated as of June 27, 2007</u> |
| <u>4(b)(12)+</u> | <u>First Amendment to Operational and Administrative Management Services Agreement, dated as of December 10, 2007</u> |
| <u>4(b)(13)+</u> | <u>Second Amendment to Operational and Administrative Management Services Agreement, dated as of October 1, 2008</u> |
| <u>4(b)(14)</u> | <u>Third Amendment to Operational and Administrative Management Services Agreement, dated as of December 31, 2009</u> |
| <u>12.1</u> | <u>Section 302 Certification of the Chief Executive Officer.</u> |
| <u>12.2</u> | <u>Section 302 Certification of the Chief Financial Officer.</u> |
| + | Confidential treatment has been requested for portions of this exhibit. These portions have been omitted from the Annual Report and submitted separately to the Securities and Exchange Commission. |
