

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

August 09, 2013

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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, 2013

Brazilian Distribution Company

(Translation of Registrant's Name Into English)

Av. Brigadeiro Luiz Antonio,
3142 São Paulo, SP 01402-901

Brazil

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of 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 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

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Corporate Taxpayer's Registry (CNPJ/MF) number 47.508.411/0001-56

Company Number at the Commercial Registry (NIRE) 35.300.089.901

São Paulo, August 9th, 2013.

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**MANAGEMENT PROPOSALS FOR THE ANNUAL AND SPECIAL SHAREHOLDERS
MEETING ON August 26, 2013**

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Management Proposal for Election of Member of Company's Board of Directors

(Art. 10^o of ICVM 481/2009)

Dear shareholders,

The management of Companhia Brasileira de Distribuição ("**Company**") hereby present, for discussion on the general shareholders meeting to be held on August 26, 2013, at 10 a.m., at the Company's registered offices, at Avenida Brigadeiro Luís Antonio, No. 3.142, sala 1, at the city and state of São Paulo, a proposal for the election of 1 (one) member for the Company's Board of Directors, in substitution of the member Mr. Jean Louis Bourgier.

In compliance with the provisions of Section 10 of CVM Instruction No. 481/2009, information required in items 12.6 to 12.10 of the Company's Reference Form (Formulário de Referência) is attached to this proposal in connection with the candidates indicated by the controlling shareholder of the Company, to be elected as member of the Company's Board of Directors (Annex I)

We request that the shareholders that intend to appoint attorneys in fact to act on their behalf at the general meeting send the proper documents evidencing they are shareholders of the Company and the powers of attorney granted at least seventy two (72) hours before the meeting is held. Such documents shall be sent to the Company's Corporate Legal Department, at Avenida Brigadeiro Luís Antonio, No. 3.142, at the city and state of São Paulo, through registered mail.

Copies of this proposal, as well as the Call Notice for the general meeting in reference, are available to the shareholders at the Company's registered offices, at the Company's investors relations website (www.grupopaodeacucar.com.br/ri) and at the Brazilian Securities Commission (Comissão de Valores Mobiliários – CVM) website (www.cvm.gov.br).

São Paulo, August 9th, 2013

BOARD OF DIRECTORS

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Annex I

Information of the candidates for the position of members of the Company's Board of Directors

Items 12.6 to 12.10 of the Company's Reference Form

12.6. In relation to each of the members of management and fiscal council, indicate, in a chart:

Name:	Ronaldo labrudi dos Santos Pereira
Age:	58
Profession:	Psicologist
CPF or passport number:	223.184.456-72
Elective position (aimed):	Member of the Board of Directors
Election date (aimed):	August 26 th , 2013
Tenure from (aimed):	August 26 th , 2013
Term of office:	Until the 2014 annual shareholders meeting
Other positions or functions performed in the Company:	-
Indication whether appointed by controlling shareholder or not:	Appointed by Wilkes Participações S.A., the Company's controlling shareholder

12.7. Provide information of item 12.6 in relation to members of committees provided for in the Bylaws, as well as audit, risk, financial and compensation committees, even if such committees or bodies are not provided for in the Bylaws:

Not applicable.

12.8. In relation to each member of management and fiscal council, provide:

a. Resume:

Nowadays, Mr. **Ronaldo labrudi** is executive officer and representative of Casino Group in Brasil, as well as Chairman of the Board of Directors of Lupatech S.A., member of the Board of Directors of Estácio Participações S.A., partner of VIAW and AGROBANCO. Previously, he was member of the Board of Directors of Cemar.

Mr. **Ronaldo labrudi** also holds a large know-how at managing positions. From 2007 to 2011 he held the position of CEO of Magnesita S.A., being in charge of all subsidiaries of Magnesita Group in Brazil, Argentina, Germany, France, U.S., and China. He was ahead of Telemar Group from 1999 to 2006, as CEO, CEO of Telemar Operadora and executive officer (which includes the companies Oi Internet, Pégasus, Contax and Telemar Operadora). He was chairman of the board of directors of Telemar Operadora and member of the board of directors of further subsidiaries of Telemar Group. Also he was CEO of Ferrovia Centro-Atlântica from 1997 to 1999 and chairman of the board of directors of Porto de Angra, as well as CFO from March to October of 1997. From 1984 to 1997 he was executive officer, financial officer, in charge of the managing the companies of Gerdau Group, located at the State of Minas Gerais and officer of the human resources of Gerdau Group.

Graduated at psychology by PUC-MG (1979), obtained grade of Master in Adult Orientation (1981), Master in Business Changings (1982) e Doctor at Organizational Changing (1984) by Université Paris XIX - Dauphine. With no diploma held.

b. Description of any of the following events which have occurred in the previous 5 years: (i) any criminal conviction; (ii) any conviction within an administrative proceeding conducted by CVM and the penalties applied; and (iii) any conviction not subject to appeal, judicial or administrative, which has suspended or forbidden the performance of any professional or commercial activity.

Mr. **Ronaldo labrudi** has nothing to declare and was not subject to any of the possibilities listed in this item.

12.9. Provide information on marital relationship, civil partnership or family connection (up to second degree) among: (a) the Company's managers; (b) (i) the Company's managers and (ii) managers of companies directly or indirectly controlled by the Company; (c) (i) managers of companies directly or indirectly controlled by the Company and (ii) the Company's direct or indirect controlling persons or companies; and (d) (i) the Company's managers and (ii) managers of the Company's direct or indirect controlling companies.

Mr. **Ronaldo labrudi** has nothing to declare and is not subject to any of the possibilities listed in this item.

12.10. Provide information on subordination relationship, rendering of services or controlling relationships existing in the last 3 fiscal years, between management members and (a) companies directly or indirectly controlled by the Company; (b) the Company's direct or indirect controlling persons or companies; and (c) where relevant, supplier, client, borrower or creditor of the Company, of companies controlled by the Company, of the Company's controlling persons or companies and of companies controlled by any of such persons or companies.

Mr. **Ronaldo labrudi** held the chair of managing officer and representative, in Brazil, of Casino Group, controlling shareholder of the Company.

PROPOSAL OF AMENDMENT OF THE REMUNERATION TO BE PAID TO THE MANAGEMENT OF THE COMPANY

(Art. 10º of ICVM 481/2009)

Dear Shareholders: The Board of Officers of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO (“Company”)** proposes to the General Meeting the amendment of the Remuneration of the Board of Directors and its Advisory Committees for the fiscal year of 2013, under the terms herein.

As per the recent review brought by a specialized consulting agency and as per the matters approved by the due corporate bodies, the managing of the Company approved to propose to the shareholders an increase of one million four hundred and sixty-one thousand, nine hundred and eleven Reais (R\$1,461,911.00) of the remuneration to be paid to the to the Board of Directors and its Advisory Committees for the fiscal year of 2013, amending the total amount of six million, five hundred eighty-five thousand six hundred Reais (R\$ 6,585,600.00) to eight million, forty-seven thousand, five hundred and eleven Reais (R\$ 8,047,511.00).

The following proposal does not amend the remuneration to be paid to the managing officers and the Fiscal Council as approved by the Annual and Special general Shareholders Meeting held on 04/17/2013.

Notwithstanding, pursuant article 15, item II of ICVM 481/2009, please find attached item 13 f the Company’s Reference Form.

This is the proposal we have to present.

São Paulo, August 9th, 2013.

BOARD OF DIRECTORS

Annex to the Proposal of Management Remuneration (Item 13 of the Reference Form, ICVM 480/2009)

13.1 Description of the compensation policy or practice, including for Non-Statutory Board of Executive Officers

(a) *objectives of the remuneration policy or practice*

The objective of this remuneration policy or practice is to remunerate Company's management and committee members in line with market practices, allowing the Company to attract and retain qualified professionals, in addition to promoting their engagement with the Company.

(b) *Compensation breakdown, including*

i description of the elements that compose the compensation and the purpose of each of them

The members of the Board of Directors and committees, external member included, as well as our Fiscal Council, are compensated on monthly bases, not in connection with their effective participation of these meetings. The purpose of this compensation is to ensure compliance with the general market practice and meets the very best interest of the Company.

The compensation of Executive Officers consists of the following elements: (i) fixed remuneration reflected in a base salary, with the purpose of ensuring compliance with the general market practice; (ii) profit sharing plan, with the purpose of encouraging professionals to seek the success of the Company and of sharing Company's results with them; and (iii) a stock option plan, which is an incentive offered to Company's executives in order to ensure a sustainable and long-lasting business.

ii. the proportion of each element in the total compensation

The table below shows the proportion of each element of the total compensation for the fiscal year ended December 31, 2012:

	% of total compensation			
	Base Salary		Base Salary	
Board of Directors	0%	100%	0%	100%
Board of Officers	30.51%	30.26%	39.23%	100%
Fiscal Council	100%	0%	0%	100%

iii. methodology for the calculation and readjustment of each element of the compensation

In order to define the compensation of the management and committee members, we regularly conduct market research to evaluate if the parameters and conditions we adopt to define the fixed compensation are satisfactory and enable us to retain Company’s professionals, as well to analyze the need to propose adjustments to any component of remuneration which may be misaligned. These surveys are conducted annually by recognized expert advice and market contracted by us, and use as benchmarks the major economic groups operating in the country, including in particular, the groups that operate in the retail sector.

The profit sharing portion allocated to the Executive Officers, on the other hand, is computed based on indicators aligned to the Company's strategic planning, determined in line with Company's business plan and the goals to be met.

O cálculo da participação de nossos Diretores em nossos resultados, por sua vez, é baseado em indicadores alinhados ao planejamento estratégico da nossa Companhia, definidos com base em nosso plano de negócios e nos resultados a serem alcançados.

For additional information on Company's stock option plan please refer to item 13.4 below.

iv. reasons that justify the composition of the compensation

What justifies the breakdown of Company's compensation policy is Company's result-oriented strategy, which depends on the continuous search for competent, qualified, dedicated and valuable professionals for the Company.

(c) key performance indicators considered in determining each element of the compensation

For setting the variable portion of remuneration, we consider performance indicators that we consider strategic, as gross sales, net income, total expenditure, working capital, engagement and turnover, beyond the level of excellence of managers in performing their functions, considering the degree of responsibility and individual assignments. Performance indicators are not taken into consideration for determining the proportion of fixed remuneration.

(d) the way the compensation is structured to reflect the evolution of the performance indicators

We structure Company's compensation through programs that monitor the accomplishment of goals previously determined by the Company and the results effectively met.

(e) the way the compensation policy or practice is aligned with the Company's short, medium and long-term interests

For short, medium and long-term interests, we offer to the Executive Officers a fixed compensation (base salary) and a variable compensation (profit sharing and stock option plans).

The compensation of the members of the Board of Directors, Fiscal Council and other committees is readjusted based on the amount usually paid in the industry, encouraging such professionals to maintain the excellence in exercising their functions and to strive for the improvement of Company's results. Therefore, we understand that the compensation policy or practice is aligned with Company's short, medium and long-term interests.

(f) *existence of compensation supported by subsidiaries or direct or indirect controlling shareholders*

The compensation of the management and committee members is supported exclusively by the Company.

(g) *existence of any compensation or benefit connected to the occurrence of a determined corporate event, such as the transfer of the Company's controlling stock*

No compensation or benefit is paid to the management or committee members in connection with the occurrence of corporate events.

13.2 Compensation of the Board of Directors, Board of Executive Officers and Fiscal Council

Amounts expected for fiscal year 2013

<i>(amounts in R\$, when applicable)</i>	Board of Directors	Board of Officers	Fiscal Council	Total
Number of members	15	9	3	27
Fixed Annual Compensation				
Salary or pro-labore	R\$ 8,047,511	11,452,683	504,000	20,004,194
Direct or indirect benefits	0	2,580,198	0	2,580,198
Membership in committees	0	0	0	0
Others	0	4,363,472	0	4,363,472
Variable Remuneration				
Bonus	0	0	0	0
Profit Sharing	0	19,824,279	0	19,824,279
Attendance to meetings	0	0	0	0
Commissions	0	0	0	0
Others	0	0	0	0
Post-employment	0	0	0	0
Termination of employment	0	0	0	0
Share-based compensation	0	13,663,664	0	13,663,664
Total compensation	R\$ 8,047,511	51,884,296	504,000	60,435,807

Amounts paid in 2012

<i>(amounts in R\$, when applicable)</i>	Board of Directors	Board of Officers	Fiscal Council	Total
Number of members	14.58	9.58	3	27.16
Fixed Annual Compensation				
Salary or pro-labore	0	13,552,826	486,000	14,038,826
Direct or indirect benefits	0	2,512,906	0	2,512,906
Membership in committees	0	0.	0	0
Others	0	5,107,0970	0	5,107,907
Variable Remuneration				
Bonus	0	0	0	0