

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

December 30, 2009

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 December, 2009

Brazilian Distribution Company

(Translation of Registrant's Name Into English)

Av. Brigadeiro Luiz Antonio,
3126 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 ID (CNPJ/MF) 47.508.411/0001 -56
Authorized Capital Publicly-Held Company

NOTICE TO THE MARKET

Companhia Brasileira de Distribuição (“**CBD**” or “**Company**”) hereby announces to the market that, pursuant to the Notice to Shareholders disclosed on July 6, 2009, on January 7, 2010 shall be carried out the mandatory conversion of the second portion corresponding to 28% of the Company's Class B Preferred Shares (“**PNB**”), issued on September 21, 2009, into Class A Preferred Shares (corresponding to 41.1764706% of the remaining **PNB** balance).

Pursuant to item 2.4 of the Notice to Shareholders mentioned above, on January 7, 2010, the eventual difference between the weighted average of the price by volume in each trading session, at the 15 trading sessions of **BM&FBOVESPA** immediately preceding each date of conversion and the price corresponding to forty reais (R\$40.00), duly adjusted according to the **CDI** rate variation, as of June 7, 2009 until the respective release date of Lock-Up Period shall be calculated and disclosed.

The Company's Investor Relations Department is at the shareholders' disposal to clarify any matters relating to the purpose of this Notice through the telephone number +55 11 3886-0421 or the e-mail gpa.ri@grupopaodeacucar.com.br.

São Paulo, Brazil, December 30, 2009.

Daniela Sabbag
Investor Relations Officer

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Date: December 30, 2009

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

By: /s/ Daniela Sabbag
Name: Daniela Sabbag
Title: Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
