

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

July 15, 2016

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## 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 July, 2016

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

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**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

PUBLICLY HELD COMPANY AND AUTHORIZED COMPANY

CNPJ/MF No. 47.508.411/0001-56

NIRE 35.300.089.901

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS**

**HELD ON JULY 14<sup>th</sup>, 2016**

- 1. DATE, TIME AND PLACE:** On July 14<sup>th</sup>, 2016, at 09:00 a.m., at the head offices of Companhia Brasileira de Distribuição (“Company”), at Avenida Brigadeiro Luís Antônio, No. 3.142, City and State of São Paulo.
  
  - 2. CONDUCTION OF THE MEETING:** Chairman: Mr. Jean-Charles Henri Naouri; Secretary: Mrs. Ana Paula Tarossi Silva.
  
  - 3. CALL TO ORDER AND ATTENDANCE:** The call to order was waived pursuant to paragraphs first and second of article 15 of the Company’s Bylaws and articles 7 and 8 of the Internal Regulation of the Company’s Board of Directors. All of the members of the Company’s Board of Directors attended the meeting, namely, Messrs. Jean-Charles Henri Naouri, Arnaud Strasser, Carlos Mario Diez Gomez, Carlos Mario Giraldo Moreno, Eleazar de Carvalho Filho, Jose Gabriel Loaiza Herrera, Luiz Aranha Corrêa do Lago, Luiz Augusto de Castro Neves, Maria Helena dos Santos Fernandes Santana, Ronaldo Iabrudi dos Santos Pereira and Yves Desjacques.
  
  - 4. AGENDA:** Analysis and resolution to raise R\$ 500,000,000.00 through the issuance of Promissory Notes under the terms of CVM Instruction No. 476.
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**5. RESOLUTIONS:** As the meeting was commenced, Messrs. Members Board of Directors examined the item comprised in the Agenda and, after discussions, resolved to approve, unanimously and without reservation, based on the favorable recommendation by the Financial Committee, to raise R\$ 500,000,000.00 (five million reais) through the second (2<sup>nd</sup>) public issuance of promissory notes of the Company, for public distribution with restricted distribution efforts, pursuant to CVM Instruction 476/09, with the following characteristics: **(i) quantity and serial number of Promissory Notes:** two hundred (200) Promissory Notes, which will be issued in a single series; **(ii) unit face value:** R\$ 2,500,000.00 (two million five hundred thousand reais) in the respective Issuance Date, as defined below ("Unit Face Value"); **(iii) total amount of the issuance:** R\$ 500,000,000.00 (five hundred million reais); **(iv) form and proof of ownership:** the Promissory Notes will be issued in physical form, and will be held in custody by the institution hired to provide custodian services for physical custody of the Promissory Notes ("Custodian"), and, for all legal purposes, ownership of the Promissory Notes shall be evidenced by the possession of deeds. The issued Promissory Notes shall circulate with endorsement of mere transfer of ownership, with no guarantee. In addition, it shall be recognized as proof of ownership the statement issued by CETIP S.A. – Mercados Organizados ("CETIP") on behalf of the holder of the promissory note, for the notes deposited electronically with CETIP; **(v) date of issuance:** the date of issuance of the notes shall be the date of their actual subscription and payment ("Issuance Date"); **(vi) maturity of the Promissory Notes:** maturity of the Promissory Notes shall occur within 180 (one hundred eighty) days counted from the Issuance Date of the Promissory Notes, subject to the possibility of Optional Early Redemption or eventual early maturity, provided that all Promissory Notes shall have the same expiration date ("Expiration Date"); **(vii) subscription price:** the Promissory Notes shall be paid in cash upon subscription, in Brazilian currency, in accordance with the liquidation rules applicable to CETIP, which may be subscribed with premium or discount; **(viii) distribution and trading:** the Promissory Notes shall be deposited (i) for distribution in the primary market and subscribed according to CETIP's procedures, exclusively via MDA – Módulo de Distribuição de Ativo ("MDA") (asset distribution module), managed and operated by CETIP, with the distribution financially liquidated in accordance with the procedures of CETIP; and (ii) for trading in the secondary market through the Module CETIP21 – Títulos e Valores Mobiliários, managed and operated by CETIP, and negotiations financially liquidated and the Promissory Notes electronically deposited with CETIP. Concurrently with the liquidation, the Promissory Notes shall be deposited in the name of the holder in the CETIP Electronic Custody System. The Promissory Notes shall be subject to public distribution with restricted efforts of distribution, under the firm guarantee of placement, to be provided by an institution of the distribution system of securities, leader of the restricted offer of the Promissory Notes ("Lead Underwriter") having as target professional investors, as defined under Article 9 of CVM Instruction No. 539, of November 13, 2013, as amended; **(ix) compensation of the Promissory Notes:** over the Unit Face Value of the Promissory Notes shall accrue interest corresponding to 108% (one hundred eight percent) of the cumulative percentage variation in the average daily rates of the DI - Interbank Deposits for one day, over extra group, expressed as a percentage per year on a 252-business day (two hundred and fifty two) basis, calculated and published daily by CETIP in the daily bulletin available on its website (<http://www.cetip.com.br>), calculated exponentially and cumulatively, pro rata from the Issuance Date until the date of effective payment ("Compensatory Interest") considering the criteria set out in the "Notebook of Formulas, Commercial Notes and Obligations - CETIP21" available for consultation on the website <http://www.cetip.com.br>, reproduced in the Promissory Notes; **(x) compensation payment periodicity:** in a single installment, together with the Unit Face Value, at the time of maturity or early redemption of each Promissory Notes or on the date of Optional Early Redemption; **(xi) adjustment of face value:** there shall be no adjustment of the face value of the Promissory Notes; **(xii) acceleration:** being the payment of the Unit Face Value owed by CBD plus other Compensatory Interests and other charges, calculated pro rata temporis from the Issuance Date until the date of payment of overdue Promissory Notes in occurrence of the

events to be laid down in their deeds, and subject to the procedures thereof; **(xiii) optional early redemption:** the Promissory Notes may be redeemed on the sixtieth (60<sup>th</sup>) day onwards, as of Issuance Date, in whole or in part, by a decision of the Company, unilaterally, in accordance with CVM Instruction 566/15, paragraph 3 of Article 5, upon payment (a1) of the Unit Face Value plus Compensatory Interest calculated pro rata from the Issuance Date until the date of effective redemption ("Outstanding Balance"), without payment of any premium ("Early Redemption"), whereas: (1) (a) the holders of the Promissory Notes should be informed with at least five (5) business days prior to the redemption (Y) through correspondence sent by the Company to holders of the Promissory Notes or (Z) by means of publication of notice to the holders of the Promissory Notes in the newspapers indicated in deed of the Promissory Note and (b) CETIP should be informed at least two (2) business days prior to the redemption, and such notice shall inform (I) the date of early redemption, (ii) the place of performance, (iii) the redemption procedure, (IV) forecast of the amount to be redeemed and (v) any other information necessary to the transaction of the early redemption; (2) any partial early redemption shall be carried out by means of raffle or auction, pursuant to paragraph 5 of Article 5 of CVM Instruction 566/15; and (3) the liquidation of the Optional Early Redemption shall follow the operating procedures provided by CETIP for Promissory Notes that are deposited electronically with CETIP. All steps for the validation process of the early redemption, such as accreditation of the Promissory Note holders and the qualification and validation of the number of the notes to be redeemed by the holder, will be conducted outside the scope of CETIP; **(xiv) early redemption offer:** Company may, at any given time, offer optional and early redemption of the Promissory Notes, with the subsequent cancellation of such Promissory Notes, which shall be addressed to all of the holders of the Promissory Notes, without distinction, under equal conditions, according to these terms and conditions stated below ("Optional Early Redemption Offer"). The Company will hold the offer by announcement through those means set out in the deeds of the Promissory Notes ("Notice of Optional Early Redemption Offer"), which shall describe the terms and conditions of such

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Optional Early Redemption Offer, including (a) the amount of Promissory Notes covered by the Optional Early Redemption Offer; (b) whether the Optional Early Redemption Offer shall be conditioned to it being accepted by a minimal amount of the holders of the Promissory Notes; (c) the amount of the early redemption premium, if any, which shall not be negative; (d) the means of response for those holders of Promissory Notes who opt to enter the Optional Early Redemption Offer; (e) the effective date of early redemption of the Promissory Notes; (f) in the event of a partial Optional Early Redemption Offer, the criteria for raffle or auction of redemption amongst the holders of Promissory Notes who accept the Optional Early Redemption Offer and (g) other information that may be needed for the decision making of the holders of Promissory Notes, and the procedures of the early redemption of the Promissory Notes. The Company shall communicate to the agent bank and to CETIP the date of the early redemption, at least two (2) business days in advance to its occurrence. The amount payable in connection with each Promissory Note, indicated by their respective owner, will be equal to the Unit Face Value, plus (a) the Compensation, calculated on a *pro rata temporis* basis, from the Issuance Date until the date of actual payment; and (b) if applicable, the early redemption premium, to be offered to the holders of the Promissory Notes in the Company's sole discretion; **(xv) placement of additional lot and allotment:** there shall be placement of additional lot and allotment of Promissory Notes; **(xvi) late charges:** in case of tardiness in payment of any amount owed under the Promissory Notes, the amounts in arrears shall be subject to (1) conventional moratorium fine, irreducible and non-compensatory, of 2% (two percent) over the unpaid and due amount; and (2) the non-compensatory arrears interest calculated from the date of default to the date of actual payment at the rate of 1% (one percent) per month or month fraction on the amount due and unpaid, regardless of judicial or extrajudicial notice or notification; **(xvii) extension of due dates:** due dates shall be considered automatically extended until the next first business day if due date is a bank or market holiday in the city of São Paulo, State of São Paulo, without any accrual to the amounts to be paid, except in cases with payments to be made through CETIP, in which

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case there will only be extension when the date of payment of the obligation is a Saturday, a Sunday or national public holiday; **(xviii) guarantees:** the Promissory Notes will not be backed by personal guarantees or any collateral; **(xix) the place of payment:** payments related to the Promissory Notes shall be made in accordance with the procedures adopted by CETIP, when the Promissory Notes are deposited electronically with CETIP, or at the CBD headquarters, or in accordance with the procedures adopted by the agent bank, whenever the promissory note is not filed electronically at CETIP; **(xix) allocation of resources:** the net proceeds of the Issuance will be fully used to strengthen the working capital of the Company.

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**Granting of Powers to the Board of Officers of the Company:** due to the resolution above, Messrs. Members Board of Directors approved, unanimously and without reservation, to authorize such board and other legal representatives of the Company to, on its behalf, (i) to hire institution member of the securities distribution system to play the intermediary institution function of leading the public offering with restricted distribution efforts of the Promissory Notes; (ii) to hire service providers for the Issuance, such as the Agent Bank, Custodian of the physical custody of the Promissory Notes, legal advisors, among others; (iii) to negotiate and define all the specific terms and conditions of the Issuance and the Offer that were not subject to the approval of this meeting of the Board of Directors, in particular the terms and conditions of early termination; (iv) execute all documents, including but not limited to the deeds and placement agreement and distribution of the Promissory Notes; and (v) to take all necessary steps to carry out the Issuance and the Offer. All acts relating to the Offer which have been previously performed by the Board of Officers and other legal representatives of the Company are hereby ratified.

**6. APPROVAL AND SIGNATURE OF THESE MINUTES:** As there were no further matters to be addressed, the meeting was adjourned so that these minutes were drawn up. Then the meeting was resumed and these minutes were read and agreed to, having been undersigned by all attending persons. São Paulo, July 14<sup>th</sup>, 2016. Chairman - Mr. Jean-Charles Henri Naouri; Secretary - Mrs. Ana Paula Tarossi Silva. Attending Members of the Board of Directors: Messrs. Jean-Charles Henri Naouri, Arnaud Strasser, Carlos Mario Diez Gomez, Carlos Mario Giraldo Moreno, Eleazar de Carvalho Filho, Jose Gabriel Loaiza Herrera, Luiz Aranha Corrêa do Lago, Luiz Augusto de Castro Neves, Maria Helena dos Santos Fernandes Santana, Ronaldo Iabrudi dos Santos Pereira and Yves Desjacques.

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7. **CERTIFICATE:** I hereby declare that these minutes are a true copy of the minutes recorded in the Book of Registry of Minutes of Meetings of the Company's Board of Directors.

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**Ana Paula Tarossi Silva**

Secretary



**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: July 14, 2016

By: /s/ Ronaldo Iabrudi  
Name: Ronaldo Iabrudi  
Title: Chief Executive Officer

By: /s/ Christophe José Hidalgo  
Name: Christophe José Hidalgo  
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.

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