

Gol Intelligent Airlines Inc.  
Form 6-K  
April 26, 2013

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

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**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 April, 2013**  
**(Commission File No. 001-32221) ,**

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**GOL LINHAS AÉREAS INTELIGENTES S.A.**  
*(Exact name of registrant as specified in its charter)*

**GOL INTELLIGENT AIRLINES INC.**  
*(Translation of Registrant's name into English)*

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**Praça Comandante Linneu Gomes, Portaria 3, Prédio 24**  
**Jd. Aeroporto**  
**04630-000 São Paulo, São Paulo**  
**Federative Republic of Brazil**  
*(Address of Registrant's principal executive offices)*

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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 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

If "Yes" is marked, indicated below the file number assigned to the  
registrant in connection with Rule 12g3-2(b):

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**São Paulo, April 26, 2013 - GOL Linhas Aéreas Inteligentes S.A. (BM&FBOVESPA: GOLL4 and NYSE: GOL), (S&P: B, Fitch: B-, Moody's: B3)**, the largest low-cost and low-fare airline in Latin America, hereby informs that, on April 25, 2013, the bookbuilding process regarding the primary public offering of common shares issued by its subsidiary SMILES S.A. ("Offering" and "SMILES") was concluded, as per commencement notice published today by SMILES. The Offering's share price was established at R\$21.70, and 46,376,811, including hot issue fully exercised, new common shares were issued, for a total of R\$1,006,376,798.70. To complement the material fact dated April 8, 2013, the Company informed that, in compliance with the Investment Agreement entered into between the parties on April 5, 2013, General Atlantic subscribed R\$400,0 million for SMILES shares, which will be settled within the scope of the Offering.

An approximate amount of R\$953.6, which represents the net funds raised after deducting Offering's commissions and expenses (this amount can be increased in R\$120 million if the green is issued). The proceeds will be used by SMILES for the advance purchase of airline tickets from VRG Linhas Aéreas S.A., Company's subsidiary, at a discount rate on airline ticket cost between 140% and 150% of CDI. The Company believes that the purchase of airline tickets will be concluded in the next 30 days.

As previously mentioned, the Company granted General Atlantic (or a person appointed by it) a stock option regarding SMILES shares held by the Company, to be exercised within twelve (12) months as of the Offering's financial settlement. General Atlantic will have the option to acquire up to R\$80 million in SMILES shares, for the Offering's same share price, restated between the Offering's financial settlement date and the stock option exercise date, based on CDI variation.

#### **ABOUT GOL LINHAS AÉREAS INTELIGENTES S.A.**

GOL Linhas Aéreas Inteligentes S.A. (Bovespa: GOLL4 and NYSE: GOL), the largest low-cost and low-fare airline in Latin America, offers around 970 daily flights to 65 destinations in 10 countries in South America, Caribbean and the United States under the GOL and VARIG brands, using a young, modern fleet of Boeing 737-700 and 737-800 Next Generation aircraft, the safest, most efficient and most economical of their type. The SMILES loyalty program allows members to accumulate miles and redeem tickets to more than 560 locations around the world via flights with foreign partner airlines. The Company also operates Gollog, a logistics service which retrieves and delivers cargo and packages to and from more than 3,500 cities in Brazil and eight abroad. With its portfolio of innovative products and services, GOL Linhas Aéreas Inteligentes offers the best cost-benefit ratio in the market.





**SIGNATURE**

Pursuant to the requirements 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.

Date: April 26, 2013

**GOL LINHAS AÉREAS INTELIGENTES S.A.**

By:

/S/ Edmar Prado Lopes Neto

Name: Edmar Prado Lopes Neto  
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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