

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

February 23, 2015

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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 February, 2015

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**

CNPJ/MF 47.508.411/0001-56

NIRE 35.300.089.901

**INFORMATION ON CAPITAL INCREASE APPROVED BY THE BOARD OF DIRECTORS IN MEETING HELD ON FEBRUARY 12, 2015 DUE TO THE COMPANY'S STOCK OPTION PLAN**



In compliance with article 30 of CVM Rule No 480/09, as amended, the Company hereby provides the information required in the Exhibit 30-XXXII of such Rule, regarding the capital increase approved by the Company's board of directors on this date, due to the exercise of stock options granted to certain employees under the Company's stock option plans, as follows:

**1. Date of the shareholders meeting in which the stock option plan was approved**

On May 9, 2014 our shareholders approved, in an Extraordinary Shareholders Meeting (i) discontinuing the Stock Option Plan "Ações com Açúcar" ("**Former Stock Option Plan**"), which had been approved in an Extraordinary Shareholders Meeting held on December 20, 2006, regarding the granting of new stock options, without prejudicing already granted stock options that shall remain in force under the same terms and conditions; (ii) the creation of a Stock Option Plan and its standard agreement for granting options ("**Stock Option Plan**"); and (iii) the creation of a Remuneration in Stock Option Plan and its standard agreement for granting options ("**Remuneration Plan**", alongside with the Old Stock Option Plan and the Stock Option Plan, the "**Plans**"). All shares issued in the capital increase approved herein are due to the Plans.

**2. Amount of the capital increase and new capital stock**

The capital increase will be in the amount of nine hundred and thirty seven thousand seven hundred and eight nine reais and seventy seven centavos (R\$ 937,789.77)

The Company's capital stock after the increase will sum up to the total amount of six billions seven hundred and ninety two millions nine hundred and seventeen thousand eight hundred and one reais and eighty three centavos (R\$ 6,792,917,801.83)

**3. Number of shares issued of each type and class**

This increase capital increase comprises the issuance of twenty one thousand and eight hundred and seventy five (21.875) shares.

**4. Issuance price of the new shares**

- (i) exercise of series A6 Silver: R\$ 64.13
- (ii) exercise of series A6 Gold: R\$ 0.01
- (iii) exercise of series A7 Silver: R\$ 80.00
- (iv) exercise of series A7 Gold: R\$ 0.01
- (v) exercise of series B1 based on 12/19/2014: R\$ 99.19
- (vi) exercise of series B1 based on 01/16/2015: R\$ 88.78
- (vii) exercise of series B1 based on 01/30/2015: R\$ 88.58
- (viii) exercise of series C1: R\$ 83.22

**5. Price of each type and class of the issuer's shares in the markets in which they are traded:****Preferred Shares (PCAR4)**

a) minimum, average and maximum price in each year for the last three (3) years

|                | <b>2014</b> | <b>2013</b> | <b>2012</b> |
|----------------|-------------|-------------|-------------|
| <b>Average</b> | R\$ 103.46  | R\$ 102.20  | R\$ 83.80   |
| <b>Maximum</b> | R\$ 115.00  | R\$ 114.70  | R\$ 98.19   |
| <b>Minimum</b> | R\$ 92.30   | R\$ 88.67   | R\$ 66.00   |

b) minimum, average and maximum price in each quarter of year for the last two (2) years

|                | <b>4T14</b> | <b>3T14</b> | <b>2T14</b> | <b>1T14</b> | <b>4T13</b> | <b>3T13</b> | <b>2T13</b> | <b>1T13</b> |
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| <b>Average</b> | R\$ 103.13  | R\$ 109.80  | R\$ 104.49  | R\$ 96.41   | R\$ 106.44  | R\$ 99.26   | R\$ 106.35  | R\$ 96.64   |
| <b>Maximum</b> | R\$ 112.00  | R\$ 115.00  | R\$ 109.09  | R\$ 103.65  | R\$ 111.10  | R\$ 105.11  | R\$ 114.70  | R\$ 107.89  |
| <b>Minimum</b> | R\$ 95.80   | R\$ 102.39  | R\$ 99.95   | R\$ 92.30   | R\$ 100.30  | R\$ 92.80   | R\$ 93.03   | R\$ 88.67   |

c) minimum, average and maximum price in each month for the last six (6) months

|                | <b>jan/15</b> | <b>dec/14</b> | <b>nov/14</b> | <b>oct/14</b> | <b>sep/14</b> | <b>aug/14</b> |
|----------------|---------------|---------------|---------------|---------------|---------------|---------------|
| <b>Average</b> | R\$ 92.53     | R\$ 100.33    | R\$ 105.24    | R\$ 103.74    | R\$ 111.00    | R\$ 111.34    |
| <b>Maximum</b> | R\$ 97.78     | R\$ 105.46    | R\$ 108.50    | R\$ 112.00    | R\$ 115.00    | R\$ 114.22    |
| <b>Minimum</b> | R\$ 88.47     | R\$ 96.50     | R\$ 103.08    | R\$ 95.80     | R\$ 106.85    | R\$ 109.30    |

d) average price for the last ninety (90) days

|                |           |
|----------------|-----------|
| <b>Average</b> | R\$ 99.18 |
|----------------|-----------|

**Common Shares (PCAR3)**

The last trading involving ordinary shares issued by the Company was registered in August 3<sup>rd</sup>, 2010, at a price of R\$ 74,99.

**6. Percentage of potential dilution resulting from the issuance**

Percentage of dilution of 0.01%

**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: February 23, 2015

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

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