

CPFL Energy INC  
Form 6-K  
December 28, 2006

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

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**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the month of December, 2006**

**Commission File Number 32297**

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**CPFL Energy Incorporated**  
(Translation of Registrant's name into English)

**Rua Gomes de Carvalho, 1510, 14º andar, cj 1402  
CEP 04547-005 - Vila Olímpia, São Paulo SP  
Federative Republic of Brazil  
(Address of principal executive office)**

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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):

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, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
82-\_\_\_\_\_



CPFL ENERGIA S.A.  
Publicly-held Company  
Corporate Taxpayer s ID (CNPJ): 02.429.144/0001 -93  
Corporate Registry ID (NIRE): 35.300.186.133

**MATERIAL FACT**

CPFL Energia S.A. ( **CPFL Energia** ), as the controlling shareholder of NOVA 4 PARTICIPAÇÕES LTDA. ( **Nova 4** ) a specific purpose company in compliance with the terms of paragraph 4, of article 157, of Law 6,404/76, and Instruction CVM 358/02, complementing the Relevant Fact disclosed on October 2, 2006, hereby informs its shareholders and the market that:

1. Pursuant to the terms of Resolution 777, dated December 21, 2006, published in the Diário Oficial da União on December 26, 2006, the **National Electric Power Agency** ( **ANEEL** ) approved the transfer of 344,040,211 common and 27,703,472 preferred shares ( **Shares** ) in Companhia Luz e Força Santa Cruz ( **Santa Cruz** ), equivalent to 99.99% of the latter's capital ( **Acquisition** ), from Companhia Brasileira de Alumínio ( **CBA** ) to **Nova 4**.
2. The Acquisition of these Shares, in the amount of R\$ 203,000,000.00 ( **Acquisition Value** ), was concluded on this present date.

São Paulo, December 28, 2006

José Antonio de Almeida Filippo  
Financial Vice President and Investor Relations Officer

## SIGNATURES

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: December 28, 2006

CPFL ENERGIA S.A.

By: /s/ JOSÉ ANTONIO DE ALMEIDA  
FILIPPO

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**José Antonio de Almeida Filippo**  
**Name: Chief Financial Officer and Head of**  
**Title: Investor Relations**

## 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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