

CPFL Energy INC  
Form 6-K  
April 13, 2007

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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 April, 2007**

**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-\_\_\_\_\_



April 12, 2007

## CPFL Energia announces acquisition of CMS Energy Brasil S.A.

**São Paulo, April 12, 2007** CPFL Energia announces to the market that on this day signed a purchase agreement for the direct acquisition of the CMS Energy Brasil S.A.(CMS).

A CMS is a holding that act through your subsidiaries in the segments of distribution, generation, commercialization and specialized customer services of electric energy.

The distribution segment through the performing of 4 distribution companies Companhia Paulista de Energia Elétrica, Companhia Sul Paulista de Energia, Companhia Jaguari de Energia e Companhia Luz e Força Mococa that together distribute energy for about 180 thousand customers, in 15 cities in the State of São Paulo and 3 cities in the State of Minas Gerais.

The energy sold in 2006 by CMS was 1,243 GWh, that resulted in a net revenue of R\$ 294 million, EBITDA of R\$ 73 million and net income of R\$ 35 million.

The acquisition, which value is US\$ 211 million (equivalent R\$ 429 million), is aligned with CPFL Energia consolidation strategy, taking advantages of add value, in segments of distribution, generation and commercialization of electric energy. The distribution segment stands out for synergy gains added to continuous operational improvement allowing higher returns to the group The operation has yet to be submitted for approval by the appropriate regulatory board.

### **Investors Relations**

Tel.: 55 19 3756-6083

Fax: 55 19 3756-6089

E-mail: [ri@cpfl.com.br](mailto:ri@cpfl.com.br)

Site: <http://ri.cpfl.com.br>

A CPFL Energia é o maior grupo privado do setor elétrico brasileiro, atuando nos segmentos de distribuição, comercialização e geração de energia elétrica. A CPFL é a única empresa privada do setor elétrico brasileiro que negocia suas ações simultaneamente no Novo Mercado Bovespa e na Bolsa de Nova Iorque, com ADR s nível III. A estratégia da empresa está focada em sua eficiência operacional, no crescimento sinérgico de seus negócios, com disciplina financeira e práticas de sustentabilidade, responsabilidade social e governança corporativa diferenciada.

**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: April 12, 2007

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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y:inline;font-size:7.5pt;">  
183,000

30-Jun-19

33,000,000

FSP Energy Tower I Corp.

3-Jul-14

20,000,000

7.51

%

12,000

109,000

30-Jun-19

18,000,000

FSP Monument Circle Corp.

7-Dec-15

21,000,000

7.19

%

-

130,000

6-Dec-20

21,000,000

\$

79,500,000

\$

21,000

\$

428,000

\$

73,060,000

Total management fee income paid by the Sponsored REITs to the Franklin Street Properties amounted to approximately \$449,000 for the year ended December 31, 2018. As of January 31, 2018, the total management fee income earned by Franklin Street Properties during 2019 was approximately \$20,000. Management fees are approximately 1% of collected rents.

In addition, George J. Carter's son, Jeffrey B. Carter, is President and Chief Investment Officer of Franklin Street Properties. Mr. Jeffrey B. Carter's compensation for the year ended December 31, 2018 is set forth above in the Summary Compensation Table. In addition, George J. Carter's other son, Scott H. Carter, is Executive Vice President, General Counsel and Secretary of Franklin Street Properties. Mr. Scott H. Carter's compensation for the year ended

December 31, 2018 is set forth above in the Summary Compensation Table.



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OTHER INFORMATION

OTHER INFORMATION

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based solely on its review of copies of reports filed by the directors and executive officers of Franklin Street Properties and beneficial owners of more than 10% of our common stock pursuant to Section 16(a) of the Exchange Act or written representations from the persons required to file reports under Section 16(a) of the Exchange Act, we believe that during 2018 all filings required to be made by such reporting persons were timely made in accordance with the requirements of Section 16(a) of the Exchange Act.

MATTERS TO BE CONSIDERED AT THE MEETING

The Board of Directors does not know of any other matters that may come before the Annual Meeting. However, if any other matters are properly presented at the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote, or otherwise act, in accordance with their judgment on such matters.

SOLICITATION OF PROXIES

All costs of solicitation of proxies will be borne by Franklin Street Properties. In addition to solicitations by mail or via the Internet, our directors, officers and employees, without additional remuneration, may solicit proxies by telephone, telegraph and personal interviews. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and, as required by law, we will reimburse them for their out-of-pocket expenses in this regard.

STOCKHOLDER PROPOSALS

In accordance with Rule 14a-8 of the Exchange Act, proposals of stockholders intended to be included in our proxy statement and form of proxy for the 2020 Annual Meeting of Stockholders must be received by Franklin Street Properties at its principal office not later than November 29, 2019. In addition, according to our current bylaws, any stockholder proposal intended to be presented at an annual meeting, including nominations for election to the Board, but not considered for inclusion in our proxy statement relating to such meeting, must be received at Franklin Street Properties' principal office not earlier than the 150th day nor later than 5:00 p.m., Eastern Time, on the 120th day prior to the first anniversary of the mailing date of the preceding year's proxy materials. For the 2020 Annual Meeting of Stockholders, that means that a stockholder must deliver proper notice of a proposed nominee or action that is proposed to be presented at the 2020 Annual Meeting of Stockholders but not be included in the proxy statement for such meeting to the Secretary of Franklin Street Properties between October 30, 2019 and November 29, 2019. In addition to the timing of the delivery of the notice, our bylaws include specific information that must be provided and procedures that must be followed to submit a proposal.

IMPORTANT NOTICE REGARDING DELIVERY OF SECURITY HOLDER DOCUMENTS

The Company may participate in the practice of "householding" proxy statements, annual reports and Notices of Internet Availability of proxy materials, meaning that the Company delivers a single document to a household, even though two or more stockholders live under the same roof or a stockholder has shares registered in multiple accounts, unless the Company has received an instruction to the contrary from one or more of the stockholders. This practice enables

the Company to reduce the expense of printing and mailing associated with proxy statements and reduces the amount of duplicative information a stockholder may currently receive.

The Company will promptly deliver a separate copy of any of the foregoing documents to a stockholder if a stockholder writes to or calls the Company at the following address or phone number: Franklin Street Properties Corp., 401 Edgewater Place, Suite 200, Wakefield, Massachusetts 01880, (877) 686 9496. If a stockholder wants to receive separate copies of the annual report and proxy statement or Notice of Internet Availability of proxy materials in the future, or if the stockholder is receiving multiple copies and would like to receive only one copy for his or her household, said stockholder should contact the Company at the above address and phone number.

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ANNEX A

Annex A

PROPOSED ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
FRANKLIN STREET PROPERTIES CORP.

ARTICLES OF AMENDMENT

Franklin Street Properties Corp., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the “Charter”) is hereby amended by deleting therefrom in its entirety Article VII and inserting in lieu thereof a new Article VII to read as follows:

“ARTICLE VII

BOARD OF DIRECTORS

Section 1. Number of Directors.

The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors of the Corporation is currently seven, which number may be increased or decreased pursuant to the Bylaws, but shall never be less than the minimum number required by the Maryland General Corporation Law (“MGCL”). At the annual meeting of stockholders of the Corporation held in 2020, each of the successors to the class of directors whose terms expire at the annual meeting of stockholders in 2020 shall be elected to serve until the next annual meeting of stockholders and until his or her successor is duly elected and qualified; at the annual meeting of stockholders of the Corporation held in 2021, each of the successors to the class of directors whose terms expire at the annual meeting of stockholders in 2021, along with the successors to the directors elected at the 2020 annual meeting, shall be elected to serve until the next annual meeting of stockholders and until his or her successor is duly elected and qualified; and beginning with the annual meeting of stockholders in 2022, all directors shall be elected to serve until the next annual meeting of stockholders and until their respective successors are duly elected and qualified. The names of the current directors who shall serve until their successors are duly elected and qualified are:

John N. Burke (class expiring 2021)

George J. Carter (class expiring 2020)

Brian N. Hansen (class expiring 2022)

Kenneth A. Hoxsie (class expiring 2021)

Dennis J. McGillicuddy (class expiring 2022)

Georgia Murray (class expiring 2020)

Kathryn P. O'Neil (class expiring 2021)

Section 2. Removal of Directors.

A director may be removed from office only for cause based on a material breach of his duties or obligations to the Corporation, and then only by the affirmative vote of the holders of at least two-thirds of the votes entitled to be cast in the election of directors.

Section 3. Filling Vacancies.

Should a vacancy on the Board of Directors occur or be created (whether arising through death, retirement, resignation or removal) other than through an increase in the number of authorized directors, such vacancy may be filled by the affirmative vote of a majority of the remaining directors, even if the remaining directors do not constitute a quorum. A vacancy on the Board of Directors resulting from an increase in the number of directors may be filled by the affirmative vote of a majority of the entire Board of Directors. Except as otherwise provided by the MGCL, a director so elected to fill a

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ANNEX A

vacancy shall serve until the next annual meeting of stockholders and until his or her successor is duly elected and qualified.”

SECOND: The Charter is hereby amended by deleting therefrom in its entirety Section (b)(ii) of Article IX and inserting in lieu thereof a new Section (b)(ii) of Article IX to read as follows:

“(ii) Article VII, Section 2 (removal of directors); Article VIII, Section 2 (limitation of liability of officers and directors) and Section 3 (indemnification of officers and directors); and Article IX shall not be amended or repealed nor shall any provision be adopted which is inconsistent with any of the foregoing; and”

THIRD: There has been no increase in the authorized stock of the Corporation effected by the amendment to the Charter as set forth above.

FOURTH: The foregoing amendment to the Charter has been duly advised by the Board of Directors of the Corporation and approved by the stockholders of the Corporation as required by law.

FIFTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

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VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

FRANKLIN  
STREET  
PROPERTIES  
CORP.

401 EDGEWATER  
PLACE  
SUITE 200  
WAKEFIELD, MA  
01880

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on Wednesday, May 8, 2019. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE STOCKHOLDER COMMUNICATIONS

If you would like to reduce the costs incurred by Franklin Street Properties Corp. in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access stockholder communications electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on Wednesday, May 8, 2019. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Franklin Street Properties Corp., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR  
BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR  
E61333-P17385 RECORDS  
DETACH AND RETURN THIS  
PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

FRANKLIN STREET PROPERTIES CORP.

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The Board of Directors recommends you vote FOR the following:

1. To elect two Class I Directors, each to serve

for a term expiring at the 2022 Annual Meeting

of Stockholders:            For    Withhold

Nominees:

- 1a.        Brian N. Hansen
- Dennis J. McGillicuddy
- 1b.        McGillicuddy

The Board of Directors recommends you vote FOR the    ForAgainst    Abstain following proposals:

2. To ratify the Audit Committee's appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.
3. To approve, by non-binding vote, our executive compensation.
4. To approve an amendment to our Articles of Incorporation to declassify our Board of Directors.

Attendance of the undersigned at the meeting or at any adjourned session thereof will not be deemed to revoke this proxy unless the undersigned shall affirmatively indicate at the meeting the intention of the undersigned to vote said shares in person. If the undersigned hold(s) any of the shares of the Company in a fiduciary, custodial or joint capacity or capacities, this proxy is signed by the undersigned in every such capacity as well as individually. In their discretion, the named proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournment thereof.

Please sign your name exactly as it appears hereon. When signing as attorney, executor, administrator, trustee or guardian, please add your title as such. When signing as joint tenants, all parties in the joint tenancy must sign. If a signer is a corporation, please sign in full corporate name by duly authorized officer.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR ANY ELECTION TO OFFICE AND FOR ITEMS 2, 3 AND 4.

Signature [PLEASE SIGN    Date WITHIN BOX]

Signature    Date  
(Joint

Owners)

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Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting:

The Proxy Statement and the 2018 Annual Report to Stockholders are available at [www.proxyvote.com](http://www.proxyvote.com).

E61334-P17385

FRANKLIN STREET PROPERTIES CORP.  
ANNUAL MEETING OF STOCKHOLDERS -  
May 9, 2019

This Proxy is solicited by the Board of Directors  
of the Company

The undersigned, having received notice of the  
2019 Annual Meeting and management's Proxy  
Statement therefore, and revoking all prior  
proxies, hereby appoint(s) George J. Carter and  
Scott H. Carter, and each of them (with full power  
of substitution), as proxies of the undersigned to  
attend the 2019 Annual Meeting of Stockholders  
of Franklin Street Properties Corp. (the  
"Company") to be held on Thursday, May 9, 2019  
and any adjourned sessions thereof, and there to  
vote and act upon the following matters in respect  
of all shares of Common Stock of the Company  
which the undersigned would be entitled to vote  
or act upon, with all powers the undersigned  
would possess if personally present.

THIS PROXY, WHEN PROPERLY  
EXECUTED, WILL BE VOTED AS DIRECTED  
BY THE STOCKHOLDER(S). IF NO SUCH  
DIRECTIONS ARE MADE, THIS PROXY  
WILL BE VOTED FOR THE ELECTION OF  
THE NOMINEES LISTED ON THE REVERSE  
SIDE FOR THE BOARD OF DIRECTORS AND  
FOR ITEMS 2, 3 AND 4.

PLEASE MARK, SIGN, DATE AND RETURN  
THIS PROXY CARD PROMPTLY USING THE  
ENCLOSED REPLY ENVELOPE.

CONTINUED AND TO BE SIGNED ON  
REVERSE SIDE

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