

CPFL Energy INC  
Form 6-K  
August 24, 2011

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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 August, 2011**

**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.**

*A PUBLICLY-HELD COMPANY*

**Corporate Taxpayers' ID (CNPJ/MF) No.  
02.429.144/0001-93**

**Corporate Registry ID (NIRE) 35.300.186.133**

**CPFL ENERGIAS RENOVÁVEIS S.A.**

*A PUBLICLY-HELD COMPANY*

**Corporate Taxpayers' ID (CNPJ/MF) No.  
08.439.659/0001-50**

**Corporate Registry ID (NIRE) 35.300.335.813**

**MATERIAL FACT**

CPFL Energia S.A. (“**CPFL Energia**”) and CPFL Energias Renováveis S.A. (“**CPFL Renováveis**” or the “**Company**”, formerly ERSA – Energias Renováveis S.A.), pursuant to the provisions of Law No. 6,404/76 (as subsequently amended) and the Instructions of the Brazilian Securities Exchange Commission (“**CVM**”) No. 358/02 and 319/99, jointly are disclosing that the shareholders of the Company and of Smita Empreendimentos e Participações S.A. (“**Nova CPFL**”) approved today, without restrictions, the incorporation of CPFL Renováveis, the largest company in the segment of energy generation through renewable sources – small hydroelectric power plants, biomass thermoelectric power plants and wind farms – of Latin America.

With a portfolio of 1,417 MW of power in operation and under construction (including the assets of Jantus SL – SIIF Énergies Brasil - whose acquisition still is underway under the terms of the Material Fact released on April 07, 2011 – “**SIIF Assets**”) as of its incorporation CPFL Renováveis already has a strong presence in the three main renewable energy technologies currently being developed in the country and has robust activities in the development, preparation, construction and operational stages of power generation plants.

The incorporation of CPFL Renováveis came about through the merger of Nova CPFL by the Company (the “**Merger**”), under the terms and conditions set forth in the "*Protocol and Justification of Merger of Smita Empreendimentos e Participações S.A. by ERSA - Energias Renováveis S.A.*" signed by the Board of Executive Officers of both companies and the subject of the Material Fact released on August 23, 2011. As a result of the Merger, the Company's name was changed from ERSA – Energias Renováveis S.A. to CPFL Energias Renováveis S.A.



The Merger represented a stage called for under the Joint Venture Agreement concluded between CPFL Energia, through its subsidiaries CPFL Geração de Energia S.A. (“**CPFL Geração**”) and CPFL Comercialização Brasil S.A. (“**CPFL Brasil**”) (jointly, “**CPFL**”) and ERSA's shareholders on April 19, 2011, in order to implement the association of its renewable energy assets and projects in Brazil.

According to the resolutions taken by the shareholders of the Company and Nova CPFL in their respective general shareholders' meetings that were held on this date, CPFL Geração and CPFL Brasil reached a joint shareholding in the Company's capital stock equivalent to 54.5% (fifty-four point five percent) of the total and voting and capital stock, becoming the majority shareholders. Considering that the Merger was approved by all of the shareholders of the Company and of Nova CPFL, there shall be no right to withdrawal deriving from the approval of the Merger.

Also signed on this date was a shareholders' agreement between CPFL Energia, CPFL Geração, CPFL Brasil and the Company's current shareholders establishing the main terms and conditions that will govern the relationship of the parties as the Company's shareholders. A copy of this shareholders' agreement is on file at the Company's head offices and is also available through the CVM's IPE system.

Finally, CPFL Energia and CPFL Renováveis hereby reaffirm that the assets of Jantus SL – SIIF Énergies Brasil (four wind farms operating in the State of Ceará, totaling 210 MW and a portfolio of 412 MW in certified projects and 320 MW in non-certified projects), upon acquisition under the terms of the Material Fact released on April 7, 2011 shall become part of the portfolio of renewable energy generation assets of CPFL Renováveis. Thus, CPFL Brasil will contribute the funds necessary for conclusion of the acquisition of such assets by CPFL Renováveis, through which CPFL Geração and CPFL Brasil will become holders of common shares representing 63.00% of the Company's voting and total capital stock. Moreover, if the Quintanilha Machado wind project, also the subject of the aforementioned Material Fact, is acquired, CPFL will still contribute the funds necessary for such acquisition by CPFL Renováveis, so that CPFL Geração and CPFL Brasil become owners of common shares representing 63.58% of the Company's voting and total capital stock.

CPFL Renováveis restates to its employees, clients, shareholders and suppliers, as well as to the authorities and to the market, their commitment with the sustainable growth, environment preservation and clean and renewable power generation to Brazil.

Finally, in conformance with the resolution taken at CPFL Energia's Board of Directors Meeting held on August 23, 2011, CPFL Energia will take the necessary measures to convene a General Shareholders' Meeting to ratify the Merger, pursuant to article 256 of Law 6,404/76, as previously announced.



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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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