

CPFL Energy INC  
Form 6-K  
October 12, 2012

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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 October, 2012**

**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

**MATERIAL FACT**

**Execution of MOU - Grupo Rede**

In compliance with the provisions of Law 6,404/76 (and subsequent amendments) and the Brazilian Securities and Exchange Commission ("CVM") Instruction no. 358/02, CPFL Energia S.A. ("CPFL Energia") announces to its shareholders and the market in general the following:

CPFL Energia on this date executed a Memorandum of Understandings ("MOU") with Equatorial Energia S.A. ("Equatorial") and Jorge Queiroz de Moraes Junior ("Controlling Shareholder"), with the scope of granting an exclusivity right to CPFL and Equatorial to proceed with a full evaluation of all entities controlled by Rede Energia S.A. ("Grupo Rede"), for the purpose of establishing, jointly with the Controlling Shareholder, the terms and conditions required for the financial and operational restructuring of Grupo Rede and its power distribution's concessionaires, except Centrais Elétricas do Pará S.A. - CELPA. The successful conclusion of the abovementioned evaluation could result in the acquisition of Grupo Rede's share control.

The closing of the potential acquisition described herein is subject to the satisfaction of various conditions precedent, including, but not limited to: (i) all applicable approvals from public authorities, creditors and investors are obtained accordingly to the applicable legislation and existing agreements of Grupo Rede's entities (ii) results of the due diligence of Grupo Rede's entities (iii) National Brazilian Electricity Agency's ("ANEEL") approval in respect to the restructuring operational plan to be presented to ANEEL by each of the power distribution concessionaires that are currently under intervention by ANEEL (iv) Grupo Rede's creditors' agreement in respect to the financial restructuring proposal to be further presented.

CPFL Energia will maintain its shareholders and the market informed in respect to the further developments of the potential transaction described in this material fact.

São Paulo, October 11, 2012.

**CPFL ENERGIA S.A.**

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**LORIVAL NOGUEIRA LUZ JUNIOR**

Chief Financial and Investor Relations Officer

