

CPFL Energy INC
Form 6-K
August 18, 2016

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

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, 2016
Commission File Number 32297

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

Rua Gomes de Carvalho, 1510, 14° 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-_____

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Subject: Request for clarification on news report

Dear Officer,

We refer to the news article published on the date hereof in the newspaper *Folha de São Paulo*, section *Mercado*, entitled: “*Após acordo com chinesa, CPFL pode sair da Bolsa*” [free translation: After deal with Chinese company, CPFL may delist from the Stock Exchange], which includes the following statements:

Dear Sirs,

We refer to the Official Letter 402/2016-CVM/SEP/GEA-1 (“Letter”), of August 17, 2016, through which the Securities and Exchange Commission of Brazil (“CVM”) requested clarifications on the contents of a news article.

With regard to the news article published on August 17, 2016 in the newspaper *Folha de São Paulo*, section *Market*, entitled: “*Após acordo com chinesa, CPFL pode sair da Bolsa*” [free translation: After deal with Chinese company, CPFL may delist from the Stock Exchange], CPFL Energia clarifies that:

Dear Mr. Gustavo Estrella,

We refer to your e-mail of August 17, 2016, through which you forwarded to our subsidiary ESC Energia S.A. certain queries brought by CVM Official Letter 175/08/2016 (sic) (“Letter”) of BM&FBOVESPA, related to the direct or indirect sale by Camargo Corrêa S.A. (“CCSA”) of its equity interest in the capital of CPFL Energia S.A. (“CPFL Energia”) to State Grid International Development Limited (“Buyer” and “Transaction”), which has already been duly disclosed to CPFL Energia and to the market.

“To:

Camargo Corrêa S.A.

Av. Presidente Juscelino Kubitschek, 1909, 27º andar

São Paulo Corporate Towers, Torre Norte, CEP 04543-907

São Paulo – SP – Brazil

Att: Susana Amaral Silveira / Fernando Luiz Aguiar Filho

E-mail: susana.silveira@camargocorrea.com.br / fernando.aguiar@camargocorrea.com.br

Prezados Senhores:

Fazemos referência ao Ofício CVM nº 175/08/2016 (sic), datado de 17 de agosto de 2016 (o “Ofício”), que traz questionamentos relacionados à operação de venda, direta ou indireta, pela Camargo Corrêa S.A. (“CCSA”), de sua participação no capital social da CPFL Energia S.A. (“CPFL Energia”) para a State Grid International Development Limited (a “Compradora” e a “Transação”), a qual já foi devidamente divulgada à CPFL Energia e informada ao mercado.

O Ofício questiona a CPFL Energia sobre a veracidade das informações descritas em matéria publicada no jornal “Folha de São Paulo” no dia 17 de agosto de 2016. Em específico, acerca das afirmações feitas em tal matéria no sentido de que (i) após a conclusão da Transação, a Compradora tem a intenção de fechar o capital da CPFL Energia S.A.; e (ii) o contrato de compra e venda de ações relacionado à Operação (o “Contrato de Compra e Venda”) seria assinado até o final da próxima semana.

Em resposta ao Ofício, a Compradora, por meio desta, gostaria de esclarecer o que segue:

1- Conforme descrito em comunicado publicado pela Compradora em 15 de agosto de 2016, caso um contrato de compra e venda de ações seja celebrado e caso o fechamento da Operação ocorra com respeito a uma quantidade suficiente de ações de emissão da CPFL Energia, a Compradora deverá, nos termos da legislação aplicável, promover uma Oferta Pública de Aquisição das ações em circulação da CPFL Energia (a “OPA”). Ressalta-se que

a Compradora ainda não decidiu se a referida OPA incluirá uma Oferta Pública de Aquisição para cancelamento do registro de companhia aberta da CPFL Energia.

2- Ainda nos termos do comunicado publicado pela Compradora em 15 de agosto de 2016, a assinatura do Contrato de Compra e Venda está sujeita à verificação das condições estabelecidas no Letter Agreement celebrado, em 1 de julho de 2016, entre a Compradora e CCSA, que incluem a conclusão satisfatória de auditoria legal, a qual encontra-se em andamento.

Atenciosamente

State Grid International Development Limited

Dear Sirs:

Reference is made to the Letter CVM no. 175/08/2016 (sic), dated August 17, 2016 (the “Letter”), raising questions in connection with the direct or indirect sale, by Camargo Corrêa S.A. (“CCSA”), of its stake in the capital of CPFL Energia S.A. (“CPFL Energia”) to State Grid International Development Limited (the “Buyer” and the “Transaction”), which has already been informed to CPFL Energia and disclosed to the market.

The Letter questions CPFL Energia about the truthfulness of the information described in an article published by newspaper “Folha de São Paulo”, on August 17, 2016. Specifically, in connection with the statements made in such article that (i) after the completion of the Transaction, the Buyer intends to promote the delisting CPFL Energia S.A.; and (ii) the share purchase agreement relating to the Transaction (the “Share Purchase Agreement”) would be executed by the end of next week.

In response to the Letter, the Buyer hereby would like to clarify the following:

1- As stated in the announcement published by the Buyer on August 15, 2016, in the event a share purchase agreement is ultimately executed and the closing of the Transaction ultimately occurs with respect to a sufficient number of shares issued by CPFL Energia, the Buyer will be required, pursuant to applicable law, to conduct a public tender offer (*Oferta Pública de Aquisição* - OPA) for the free float of CPFL Energia. It shall be noted that the Buyer has not yet determined whether any such OPA would include a tender offer for the cancellation of the registration of CPFL Energia S.A. as a publicly held company.

2- As further stated in the announcement published by the Buyer on August 15, 2016, the signing of the Share Purchase Agreement is subject to compliance with the conditions set forth in the Letter Agreement entered into on July 1, 2016, between the Buyer and CCSA, which include the satisfactory conclusion of a due diligence, which is currently under way.

Very truly yours

State Grid International Development Limited”

