

CPFL Energy INC
Form CB
February 23, 2017

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

Form CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- Securities Act Rule 801 (Rights Offering)
- Securities Act Rule 802 (Exchange Offer)
- Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)
- Exchange Act Rule 14d-1(c) (Third Party Tender Offer)
- Exchange Act Rule 14e-2(d) (Subject Company Response)

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)

Note: Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

CPFL Energia S.A.

(Name of Subject Company)

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CPFL Energy Incorporated

(Translation of Subject Company's Name into English (if applicable))

Federative Republic of Brazil

(Jurisdiction of Subject Company's Incorporation or Organization)

State Grid Brazil Power Participações Ltda.

(Name of Person(s) Furnishing Form)

Common Shares

(Title of Class of Subject Securities)

Not Applicable

(CUSIP Number of Class of Securities (if applicable))

Wang Xinglei

State Grid International Development Limited

No. 8 Xuanwumennei Street, Xicheng District

Beijing, 100031

China

Telephone: +86 10 6061 6621

(Name, Address (including zip code) and Telephone Number (including area code)

of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

Copies to:

Sergio Galvis; Werner Ahlers

Sullivan & Cromwell LLP

125 Broad Street

New York, NY 10004

Telephone: +212 558 4000

Tender Offer Has Not Yet Commenced

(Date Tender Offer/Rights Offering Commenced)

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

- (a) The following draft disclosure document has been published in Brazil and is attached as an exhibit to this Form CB:
 - (i) First Draft of the Notice of Public Tender Offer for the Acquisition of Common Shares Issued by CPFL Energia S.A., filed with the Brazilian securities commission on February 22, 2017 (free translation into English).

(b) Not applicable.

Item 2. Informational Legends

Not applicable.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

(1) Not applicable.

(2) Not applicable.

(3) Not applicable.

PART III - CONSENT TO SERVICE OF PROCESS

A written irrevocable consent and power of attorney on Form F-X has been filed by State Grid Brazil Power Participações Ltda. with the Securities and Exchange Commission concurrently with the furnishing of this Form CB.

PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

State Grid Brazil Power Participações Ltda.

/s/ Qu Yang

Name: Qu Yang

Title: Chief Executive Officer

(Name and Title)

February 23, 2017

(Date)

Exhibit Index

**Exhibit
No.**

Description

| | |
|---------|---|
| 1(a)(i) | First Draft of Notice of Public Tender Offer for the Acquisition of Common Shares Issued by CPFL Energia S.A., filed with the Brazilian securities commission on February 22, 2017 (free translation into English). |
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