

CPFL Energy INC  
Form F-6 POS  
June 07, 2011

As filed with the U.S. Securities and Exchange Commission on June 7, 2011

Registration No. 333-162634

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM F-6  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933 FOR DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

CPFL ENERGIA S.A.  
(Exact name of issuer of deposited securities as specified in its charter)

CPFL ENERGY INCORPORATED  
(Translation of issuer's name into English)

FEDERATIVE REPUBLIC OF BRAZIL  
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS  
(Exact name of depositary as specified in its charter)

60 Wall Street  
New York, New York 10005  
(212) 602-1044  
(Address, including zip code, and telephone number, including area code,  
of depositary's principal executive offices)

Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, Delaware 29711  
(302) 738-6680  
(Address, including zip code, and telephone number, including area code,  
of agent for service)

Copies to:  
Deutsche Bank Trust Company Americas  
60 Wall Street  
New York, New York 10005  
(212) 250-9100

It is proposed that this filing become effective under Rule 466:  
p immediately upon filing.  
o on (Date) at (Time).

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If a separate registration statement has been filed to register the deposited shares, check the following box:

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
American Depositary Shares ("ADSs") evidenced by American Depositary Receipts ("ADRs"), representing common shares of CPFL Energia S.A.	N/A	N/A	N/A	N/A

(1) Each unit represents one hundred (100) ADSs.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of ADSs.

PART I  
INFORMATION REQUIRED IN PROSPECTUS

The prospectus consists of the proposed form of ADR included as Exhibit A to the Form of Amendment to Deposit Agreement filed as Exhibit (a)(2) to this Registration Statement on Form F-6 and is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Cross-Reference Sheet

Item Number and Caption		Location in Form of ADR Filed Herewith as Prospectus
1.	Name of Depository and address of its principal executive office:	Introductory Article.
2.	Title of ADRs and identity of deposited securities:	Face of ADR, top center.
Terms of Deposit:		
(a)	Amount of deposited securities represented by one unit of ADRs:	Face of ADR, upper right corner.
(b)	Any procedure for voting the deposited securities:	Articles number 15, 16 and 18.
(c)	Procedure for collecting and distributing dividends:	Articles number 4, 12, 13, 15 and 18.
(d)	Procedures for transmitting notices, reports and proxy soliciting material:	Articles number 11, 15, 16 and 18.
(e)	Sale or exercise of rights:	Articles number 13, 14, 15 and 18.
(f)	Deposit or sale of securities resulting from dividends, splits or plans of reorganization:	Articles number 12, 13, 15, 17 and 18.
(g)	Amendment, extension or termination of the deposit agreement:	Articles number 20 and 21.
(h)	Rights of holders of ADRs to inspect the transfer books of the depository and the list of holders of ADRs:	Article number 11.
(i)	Restrictions on the right to transfer or withdraw the underlying securities:	Articles number 2, 3, 4, 5, 6, 8 and 22.

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|-----|----------------------------------------------------------------------------------|------------------------------------|
| (j) | Any limitation on the depository's liability:                                    | Articles number 14, 18, 19 and 21. |
| 3.  | Fees and charges which may be imposed directly or indirectly on holders of ADRs: | Articles number 7 and 8.           |

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of ADR Filed Herewith as Prospectus
Public reports furnished by issuer	Article number 11.

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PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Form of Deposit Agreement, among CPFL Energia S.A., as Issuer, Deutsche Bank Trust Company Americas, as Depositary, and all Owners and Beneficial Owners of ADSs evidenced by ADRs issued thereunder. —Previously filed.
- (a)(2) Form of Amendment to Deposit Agreement, including the Form of ADR. Filed herewith as Exhibit (a)(2).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the ADSs registered hereby or the custody of the deposited securities represented thereby. — None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — See (a) above.
- (d) Opinion of Linklaters LLP, counsel for the Depositary as to the legality of the securities being registered. — Previously filed.
- (e) Certification under Rule 466. — Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Issuer. — Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
  - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty (30) days before any change in the fee schedule.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, acting solely on behalf of the legal entity to be created by the Deposit Agreement, by and among CPFL Energia S.A., Deutsche Bank Trust Company Americas, as depositary, and all Owners and Beneficial Owners from time to time of ADSs to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 7, 2011.

Legal entity to be created by the Deposit Agreement for the issuance of ADSs for common shares of CPFL Energia S.A.

Deutsche Bank Trust Company Americas, as Depositary,

By: /s/ Chris Konopelko  
Name: Chris Konopelko  
Title: Vice President

By: /s/ James Kelly  
Name: James Kelly  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, CPFL Energia S.A. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Campinas, State of São Paulo, Brazil, on June 7, 2011.

CPFL Energia S.A.,

By:

/s/ Wilson P. Ferreira

Jr.

Name: Wilson P. Ferreira Jr.

Title: Chief Executive Officer

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Murilo Cesar Lemos dos Santos Passos, Wilson P. Ferreira Jr. and Robson Rocha and each of them (with full power to each of them to act alone) his true and lawful attorney-in-fact and agent, with the power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments, including post-effective amendments, and supplements to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities indicated on June 7, 2011.

Name	Title
/s/ Murilo Cesar Lemos dos Santos Passos Murilo Cesar Lemos dos Santos Passos	President of the Board of Directors
/s/ Wilson P. Ferreira Jr. Wilson P. Ferreira Jr.	Chief Executive Officer
/s/ Lorival Nogueira Luz Junior Lorival Nogueira Luz Junior	Chief Financial Officer
/s/ Robson Rocha Robson Rocha	Vice President and Director
/s/ Claudio Borin Guedes Palaia Claudio Borin Guedes Palaia	Director
/s/ Ricardo Carvalho Giambroni Ricardo Carvalho Giambroni	Director
/s/ Francisco Caprino Neto Francisco Caprino Neto	Director



/s/ Martin Roberto  
Glogowsky  
Martin Roberto  
Glogowsky

Director

/s/ Ana Dolores Moura  
Canreiro de Novaes  
Ana Dolores Moura  
Canreiro de Novaes

Independent Director

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SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the undersigned in his/her capacity as the duly authorized representative of the registrant in the United States on June 7, 2011.

Puglisi & Associates,

By: /s/ Donald J. Puglisi  
Name: Donald J. Puglisi  
Title: Managing Director  
For and on behalf of Puglisi &  
Associates  
the Authorized U.S.  
Representative

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INDEX TO EXHIBITS

Exhibit	Document
(a)(2)	Form of Amendment to Deposit Agreement, including the Form of ADR
(e)	Rule 466 Certification