

CPFL Energy INC
Form 6-K
September 29, 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 September, 2016
Commission File Number 32297**

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.

Publicly held Corporation

CNPJ 02.429.144/0001-93 - NIRE 353.001.861-33

MATERIAL FACT (Free translation)

CPFL Energia S.A. ("CPFL Energia" or "Company"), in compliance with the provisions of article 157, paragraph 4 of Law No. 6,404/76 ("Corporation Law"), and Brazilian Securities Commission ("CVM") Instruction No. 358/2002, and in addition to the Material Fact published today as well, informs to its shareholders and to the market in general that, the Chairman of the Board of Directors received today from its shareholder Energia São Paulo Fundo de Investimento em Ações, a member of CPFL Energia's controlling group, the letter transcribed below, informing the right of joint sale (tag along) according to the Shareholders Agreement, selling together with ESC Energia S.A. and Camargo Corrêa S.A. the totality of its stake bound to the Shareholders Agreement of the Company to State Grid Power Brazil Participações Ltda., a subsidiary of State Grid International Development Limited ("State Grid"):

"São Paulo, September 27, 2016.

To

CHAIRMAN OF THE BOARD OF DIRECTORS OF CPFL ENERGIA S.A.

Mr. Murilo Cesar Lemos dos Santos Passos

Rua Gomes de Carvalho, nº 1.510, 14º andar, conjunto 142

Vila Olímpia, São Paulo/SP

CEP 04.547-005

With a copy to:

ESC ENERGIA S.A.

Av. Juscelino Kubitschek, nº 1.909, 27º andar, sala 11

Vila Olímpia, São Paulo/SP

CEP 04.543-907

CAMARGO CORREA S.A.

Av. Juscelino Kubitschek, nº 1.909, 27º andar, Torre Norte

Vila Olímpia, São Paulo/SP

CEP 04.543-907

BB CARTEIRA LIVRE I FUNDO DE INVESTIMENTOS EM AÇÕES

*Managed by **BB Gestão de Recursos – DTVM S.A.***

Praça XV de Novembro, nº 20, salas 201, 202, 301 e 302

Centro, Rio de Janeiro/RJ

CEP 20.010-010

PREVI – Caixa de Previdência dos Funcionários do Banco do Brasil

Centro Empresarial Mourisco (Torre Pão de Açúcar)

Praia de Botafogo, nº 501 – 3º e 4º andares

Botafogo, Rio de Janeiro/RJ

CEP 22.250-040

Subject: Manifestation of the right of joint sale (tag along) as well as the provisions of the clause 11.4 of the Shareholders Agreement of CPFL Energia S.A. ("CPFL" ou "Companhia")

Dear Sir,

Energia São Paulo Fundo de Investimentos em Ações, Bonaire Participações S.A., Fundação Cesp, Fundação Sistel de Seguridade Social, Fundação Petrobras de Seguridade Social- Petros e Fundação Sabesp de Seguridade Social – SABESPREV informs, through this letter and in answer to the "Notification of Transfer of Shares" sent by Camargo Corrêa S.A. in September 02, 2016, MANIFEST, irrevocably and irreversibly, exercise the right of joint sale (tag along) as well as the provisions of the clause 11.4 (III) of the Shareholders Agreement of CPFL, selling the totality of its stake bound to the Shareholders Agreement of the Company, and the bonus shares resulting from the referred Agreement.

It is important to note that the shareholders are holders and legitimate owners (direct or indirect) of 112,196,990 voting shares bound to the Shareholders Agreement and 2,813,417 bonus shares not bound to the Shareholders Agreement, that will be sold to State Grid Brazil Power Participações Ltda., through the joint of the shareholders to the Share Purchase Agreement (Share Purchase Agreement) celebrated between State Grid International Development Limited, State Grid Brazil Power Participações Ltda, ESC Energia S.A. and Camargo Corrêa S.A., in September 2, 2016, as well as the provisions of the clause 10.2 of the Share Purchase Agreement.

We are available for any further additional clarifications that may be necessary.

Best Regards,

ENERGIA SÃO PAULO FUNDO DE INVESTIMENTOS EM AÇÕES

BONAIRE PARTICIPAÇÕES S.A.

FUNDAÇÃO CESP

FUNDAÇÃO SISTEL DE SEGURIDADE SOCIAL

- 2 -

FUNDAÇÃO PETROBRÁS DE SEGURIDADE SOCIAL – PETROS

FUNDAÇÃO SABESP DE SEGURIDADE SOCIAL - SABESPREV”

The Company will inform its shareholders and the market in general any material developments regarding the facts now reported that are informed by the parties to the transaction.

São Paulo, September 28, 2016

Andre Dorf

Chief Executive Officer

