

BANK BRADESCO
Form 6-K
May 11, 2010

**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 May, 2010

Commission File Number 1-15250

BANCO BRADESCO S.A.
(Exact name of registrant as specified in its charter)

BANK BRADESCO
(Translation of Registrant's name into English)

**Cidade de Deus, s/n, Vila Yara
06029-900 - Osasco - 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 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

Proposals of the Board of Directors to be submitted to Banco Bradesco S.A.'s shareholders at the Special Shareholders Meeting to be held on June 10, 2010, at 5 p.m.

Dear Shareholders,

The Board of Directors of Banco Bradesco S.A. submits the following proposals for examination and resolution:

I. **Capital Stock Increase:** to increase the capital stock from R\$26,500,000,000.00 to R\$28,500,000,000.00, by means of:

1. **Reserves Capitalization:** the capital stock will be increased by R\$2,000,000,000.00, by capitalization of part of the balance of the Profit Reserves Statutory Reserve account, pursuant to the provisions of Article 169 of Law # 6,404/76, including bonus shares;

2. **Bonus Shares (10%):** already considered the cancellation of the 6,676,340 non-par, registered, book-entry shares, of which 3,338,170 are common shares and 3,338,170 are preferred shares, resolved at the Special Shareholders' Meeting held on March 3, 2010, in process of ratification by the Central Bank of Brazil, 342,040,948 new non-par, book-entry, registered shares will be issued, of which 171,020,483 are common shares and 171,020,465 are preferred shares, which will be conferred, free of charge to shareholders, as bonus share, at the ratio of 1 (one) new share for each 10 (ten) shares of the same type held thereby on the record date, observing:

2.1. Objective: the bonus share operation aims at: a) improving the liquidity of the shares on the Market, taking into account that a higher quantity of outstanding shares, potentially, improves business; b) to allow an adjustment to share prices, making them more attractive and accessible to a greater number of investors. Share bonus, on its turn, does not have legal consequences, as it does not cause changes to the proportional ownership of any shareholder. As for the economic effects, there will be an increase of 10% in the total amount of dividends monthly paid, thus benefiting all shareholders on a proportional basis.

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Proposals of the Board of Directors to be submitted to Banco Bradesco S.A. s shareholders at the Special Shareholders Meeting to be held on June 10, 2010, at 5 p.m. .2.

2.2. Record Date: the record date of bonus entitlement will be notified to the Market after the approval of the respective process by the Central Bank of Brazil.

2.3. Trading: current shares shall continue to be traded entitled to bonus and new shares will be available for trading after the approval of the respective process by the Central Bank of Brazil and their inclusion in the shareholders position to be notified to the Market.

2.4. Bonus Shares Entitlement: They will be entitled to dividends and/or interest on own capital to be declared as of the date of their inclusion in the shareholders position. They are also fully entitled to eventual advantages attributed to other shares as of the aforementioned date.

2.5. Monthly Dividends: monthly dividends will be maintained at R\$0.013219250 per common share and R\$0.014541175 per preferred share, so as the amount paid monthly to shareholders will be increased by 10% after the inclusion of new shares in the shareholders positions.

2.6. Fractions of Shares: the bonus share will always occur in whole numbers. The remaining shares resulting from fractions of shares will be separated, grouped into whole numbers and sold in an Auction to be held at BM&FBOVESPA S.A. Bolsa de Valores, Mercadorias e Futuros (Securities, Commodities and Futures Exchange), after the period of thirty (30) days set forth in Article 169, paragraph 3, of Law # 6,404/76, which will be determined after the process is duly approved by the Central Bank of Brazil, and the respective amounts will remain available to shareholders entitled thereto.

2.7. Cost of Bonus Shares: the cost attributed to the bonus shares is R\$5.847253119 per share, regardless of the type, pursuant to the provisions in Paragraph One of Article 25 of the Normative Ruling of the Brazilian Internal Revenue Service #25 of March 6th, 2001.

Proposals of the Board of Directors to be submitted to Banco Bradesco S.A.'s shareholders at the Special Shareholders Meeting to be held on June 10, 2010, at 5 p.m. .3.

2.8. Additional Procedures Fractions of Shares

For the holders of rights, the Company will:

- a) assign credit for those registered as checking account holders with a Financial Institution; and
- b) pay to BM&FBOVESPA S.A. Bolsa de Valores, Mercadorias e Futuros (Securities, Commodities and Futures Exchange), which will transfer the respective amounts to the holders of rights registered, by means of its Custody Agents.

Those who do not hold a checking account with a Financial Institution, but their records are regularly registered at Bradesco, will be notified and with their identity card must go to any Bradesco branch to receive the amount they are entitled to.

For unidentified or not located shareholders, the respective amounts will remain available at the Company.

2.9. Holders of Depositary Receipts (DRs), Traded in the United States and Spain

Simultaneously to the Brazilian Market operation, and in the same proportion, bonus will be paid in the form of ADRs - American Depositary Receipts in the U.S. Market (NYSE) and in the form of GDRs - Global Depositary Receipts in the European Market (Latibex) and investors will receive 1 (one) new DR for each 10 (ten) DRs held on the record date.

- the resulting fractions, similarly to the operations in Brazil, will be separated, grouped into whole numbers and sold on the respective Stock Exchanges, and the amounts will be credited to the holders of fractions;

Proposals of the Board of Directors to be submitted to Banco Bradesco S.A.'s shareholders at the Special Shareholders Meeting to be held on June 10, 2010, at 5 p.m. .4.

- once concluded the operation, DRs - Depository Receipts will continue to be traded at the ratio of 1 (one) preferred share to 1 (one) DR, in the aforementioned Markets.

II. **Statutory Amendment:** to amend the caption of Article 6 of the Company's Bylaws, as a result of the previous item, which shall have the following wording: Article 6) The Capital Stock is R\$28,500,000,000.00 (twenty eight billion five hundred million reais), divided into 3,762,450,441 (three billion, seven hundred sixty two million, four hundred fifty thousand, four hundred forty one) non-par, book-entry, registered shares, of which 1,881,225,318 (one billion, eight hundred eighty one million, two hundred twenty five thousand, three hundred eighteen) are common shares and 1,881,225,123 (one billion, eight hundred eighty one million, two hundred twenty five thousand one hundred twenty three) are preferred shares.

Cidade de Deus, Osasco, SP, May 10th, 2009

Board of Directors

Lázaro de Mello Brandão - Chairman

Antônio Bornia - Vice Chairman

Mário da Silveira Teixeira Júnior

Márcio Artur Laurelli Cypriano

João Aguiar Alvarez

Denise Aguiar Alvarez

Luiz Carlos Trabuco Cappi

Carlos Alberto Rodrigues Guilherme

We declare this is a free English translation of part of the Minutes of the Special Meeting # 1,621, of the Bank's Board of Directors, held on May 10th, 2010, drawn up in the Company's records.

In compliance with Article 14 and Exhibit 14 of CVM Rule no. 481, of December 17, 2009, concerning the capital increase with 10% bonus shares and consequent amendment to the Company's Bylaws to be submitted to the shareholders of Banco Bradesco S.A., at the Special Shareholders' Meeting to be held on June 10, 2010, at 5:00 p.m., we highlight: .0.

1. Inform the capital increase and the new capital stock amounts

Increase of R\$2,000,000,000.00, up from R\$26,500,00,000.00 to R\$28,500,000,000.00.

2. Inform if the increase will be made by means of: (a) conversion of debentures into shares; (b) exercise of subscription right or subscription bonus; (c) profit or reserve capitalization; or (d) subscription of new shares

Increase through capitalization of part of the balance of item "Profit Reserves - Statutory Reserves", pursuant to provisions of Article 169, of Law # 6,404/76, with bonus shares.

3. Explain in detail the reasons for the increase and its legal and economic consequences

To increase the liquidity of the shares in the market, given that higher free float potentially generates more business, making the share price more attractive and allow an adjustment in share prices, making them more attractive and accessible to a greater number of investors. Share-based bonus, for its part, does not have legal consequences as it preserves the proportional ownership of all shareholders. As for the financial effect, there will be a 10% increase in the total monthly dividends, thus benefiting all shareholders proportionally.

4. Provide a copy of the Fiscal Council Report, if applicable

Full transcript of the Fiscal Council Report recorded at the Fiscal Council Special Meeting, held on May 10, 2010, **Fiscal Council Report- Banco Bradesco S.A.** - The undersigned members of Banco Bradesco S.A.'s Fiscal Council, in accordance with the provisions of Article 163, Item III, of Law # 6,404/76, after examining the Proposals of the Board of Directors for Capital Stock Increase through the Capitalization of Reserves with 10% Bonus Shares, with the consequent amendment to *caput* of Article 6 of the Bylaws, recorded at the Special Meeting # 1,621, of that body, held on this date, recommend their approval by the Company's shareholders at the Special Shareholders' Meeting to be held on June 10, 2010, at 5:00 p.m. - Cidade de Deus, Osasco, State of São Paulo, May 10, 2010. Members of the Fiscal Council - Nelson Lopes de Oliveira, Domingos Aparecido Maia and Ricardo Abecassis Espírito Santo Silva.

5. In the event of capital increase through share subscription

Not applicable

6. In the event of capital increase through capitalization of profits or reserves

a. Inform if the face value of shares will be changed, if applicable, or if new shares will be distributed among shareholders

In compliance with Article 14 and Exhibit 14 of CVM Rule no. 481, of December 17, 2009, concerning the capital increase with 10% bonus shares and consequent amendment to the Company's Bylaws to be submitted to the shareholders of Banco Bradesco S.A., at the Special Shareholders' Meeting to be held on June 10, 2010, at 5:00 p.m., we highlight: .1.

The shares of the Company, pursuant statutory provision, have no par value, including those resulting from the capital stock increase proposed herein. The 342,040,948 new shares to be issued will be allocated at no cost to shareholders, as bonus, at the ratio of one (1) new share to each ten (10) shares of the same type they own on the reference date.

b. Inform if the capitalization of profits or reserves will take place with or without change to the number of shares in the companies with shares with no par value

The capitalization proposed will increase the number of shares as follows:

Number of Shares	Current	Proposed
Common Shares (ON)	1,710,204,835	1,881,225,318
Preferred Shares (PN)	1,710,204,658	1,881,225,123
Total	3,420,409,493	3,762,450,441

c. In the event of distribution of new shares

i. Inform the number of issued shares of each type and class

Number of Issued Shares by Type	
Common Shares (ON)	171,020,483
Preferred Shares (PN)	171,020,465
Total	342,040,948

ii. Inform the percentage in shares to be received by shareholders

All the shareholders will receive, as a bonus, 10% in shares.

iii. Describe the rights, benefits and restrictions attributed to the shares to be issued

Type	Rights	Benefits	Restrictions
Common Shares	<ul style="list-style-type: none"> • voting right; • In the case of a public offering resulting from a possible sale of the Company's control, the common shares not part of the controlling block will be entitled to receiving one hundred percent (100%) of the price paid per common share held by the controlling shareholders. a) priority for Capital Stock repayment in the event of Company's winding-up; b) dividends ten percent (10%) higher than those attributed to the common shares; 	<ul style="list-style-type: none"> • entitled to dividends and/or interest on own capital that might be declared as of the date of their inclusion in the shareholders' position. • entitled to receive, in full, the other benefits attributed to the other shares as of the aforementioned date. • as above. 	<ul style="list-style-type: none"> • conversion of common shares into preferred shares is not allowed; • has no voting right; • conversion of preferred shares into common shares is not allowed;
Preferred Shares	<ul style="list-style-type: none"> c) Inclusion in a public offering resulting from a possible sale of the Company's control, entitling their holders to receive a price equal to eighty percent (80%) of the price paid per common share that is part of the controlling block. 		

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In compliance with Article 14 and Exhibit 14 of CVM Rule no. 481, of December 17, 2009, concerning the capital increase with 10% bonus shares and consequent amendment to the Company's Bylaws to be submitted to the shareholders of Banco Bradesco S.A., at the Special Shareholders' Meeting to be held on June 10, 2010, at 5:00 p.m., we highlight: .2.

iv. Inform the acquisition cost, in Brazilian reais per share, to be attributed so that shareholders may comply with Article 10 of Law # 9,249, of December 26, 1995

The cost attributed to the bonus shares is R\$5.847253119 per share, regardless of the type.

v. Inform the treatment given to fractions, if applicable.

The bonus share will always occur in whole numbers. The remaining shares resulting from fractions of shares will be separated, grouped into whole numbers and sold at an Auction to be held at BM&FBOVESPA S.A. Securities, Commodities and Futures Exchange, after the period of thirty (30) days set forth in Article 169, paragraph 3, of Law # 6,404/76, which will be determined after the process is duly approved by the Central Bank of Brazil, and the respective amounts will remain available to shareholders entitled thereto.

d. Inform the period set forth in Article 169, paragraph 3, of Law # 6,404, de 1976

See item 6.c.v.

Pursuant to Item I, of Article 11, of CVM Rule # 481, of December 17, 2009, we transcribed the Bylaws emphasizing the amendments resulting from the capital increase with bonus shares, to be submitted to the resolution of the shareholders of Banco Bradesco S.A., at the Special Shareholders' Meeting to be held on June 10, 2010, highlighting that the requirement of Item II of said Article has already been detailed: .1.

Estatuto Social

Current Wording

Section I - Organization, Duration and Headquarters

Article 1) Banco Bradesco S.A. is a publicly-held company, hereinafter referred to as the Company, and will be governed by the present Bylaws.

Article 2) The Company's term of duration is undetermined.

Article 3) The Company's headquarter and jurisdiction are located in the administrative center called "Cidade de Deus", in Vila Yara, city and judicial district of Osasco, State of São Paulo.

Article 4) The Company may settle or close Branches in the country, at the discretion of the Board of Executive Officers, and abroad, upon the additional approval of the Board of Directors, hereinafter referred to as the Board.

Section II - Corporate Purpose

Article 5) The Company's corporate purpose is to perform general banking activities, including foreign exchange transactions.

Section III - Capital Stock

Article 6) The Capital Stock is **R\$26,500,000,000.00 (twenty six billion, five hundred million reais)**, divided into **3,420,409,493 (three billion, four hundred twenty million, four hundred and nine thousand, four hundred ninety three)** book-entry, registered shares, with no par value, of which **1,710,204,835 (one billion, seven hundred ten million, two hundred and four thousand, eight hundred thirty five)** are common shares and **1,710,204,658 (one billion, seven hundred ten million, two hundred and four thousand, six hundred fifty eight)** are preferred shares.

Paragraph One - Common shares will provide to its holders the rights and privileges

Proposed Wording

No amendments.

No amendments.

No amendments.

No amendments.

No amendments.

No amendments.

No amendments.

No amendments.

Article 6) The Capital Stock is **R\$28,500,000,000.00 (twenty eight billion, five hundred million reais)**, divided into **3,762,450,441 (three billion, seven hundred sixty two million, four hundred fifty thousand, four hundred forty one)** book-entry, registered shares, with no par value, of which **1,881,225,318 (one billion, eight hundred eighty one million, two hundred twenty five thousand, three hundred eighteen)** are common shares and **1,881,225,123 (one billion, eight hundred eighty one million, two hundred twenty five thousand, one hundred twenty three)** are preferred shares.

No amendments.

provided by law. In the case of a public offering, following an eventual sale of the Company's control, common share that is not part of the controlling capital will have the right to receive 100% (one hundred per cent) of the price paid per common share held by the controllers.

Paragraph Two - Preferred shares will have no **No amendments.** voting rights, but will entitle their holders to the following rights and privileges:

- a) priority in Capital Stock reimbursement, in the event of the Company's liquidation;
- b) dividends 10% (ten per cent) higher than those attributed to common shares;
- c) inclusion in an eventual public offering resulting from the sale of the Company's control, entitling their holders to receive a price equal to 80% (eighty per cent) of the price paid per common share that is part of the controlling capital.

Paragraph Three - In the event of a capital increase, at least 50% (fifty per cent) of the capital will be paid at the time of subscription and the remaining amount will be paid through a Board of Executive Officers' call, as per legal precepts. **No amendments.**

Paragraph Four - The Company's capital share is constituted of book-entry shares only, which will be kept into deposit accounts in the Company, issued in favor of their holders, without issuance of certificates. The service cost of transfer of ownership of the said shares may be charged from the shareholders. **No amendments.**

Paragraph Five - The following actions will not be permitted: **No amendments.**

a) conversion of common shares into preferred shares and vice versa;

b) issue of participation certificates.

Paragraph Six - The Company may, upon the authorization of the Board of Directors, acquire shares issued by the Company itself, for cancellation or temporary maintenance in treasury, and posterior sale. **No amendments.**

Section IV - Management

Article 7) The Company will be managed by a Board of Directors and a Board of Executive **No amendments.**

Officers.

Section V - Board of Directors

No amendments.

Article 8) The Board of Directors, whose term of office is of 1 (one) year, is constituted by 6 (six) to 9 (nine) members, who should vote for 1 (one) Chairman and 1 (one) Vice-Chairman among themselves. **No amendments.**

Paragraph One - The Board's decisions will only be valid if supported by the absolute majority of the effective members, including the Chairman, who will have the casting vote, in the event of a tie. **No amendments.**

Paragraph Two - In the event the position of the Chairman of the Board being vacant or the Chairman being absent or temporarily unavailable, the Vice-Chairman will take over. In the absence or temporary unavailability of the Vice-Chairman, the Chairman will appoint a substitute among other Board members. In the event of a vacancy of the Vice-Chairman's position, the Board will appoint a substitute, who will serve for the time remaining to complete the term of office of the replaced member. **No amendments.**

Paragraph Three - In the event of temporary or permanent leave of any other member, the remaining members may appoint a substitute, to serve on a temporary or permanent basis, with due regard to the precepts of law and of these Bylaws. **No amendments.**

Article 9) In addition to the duties set forth by law and by the present Bylaws, the Board's responsibilities and duties include the following: **No amendments.**

a) to ensure that the Board of Executive Officers is always rigorously capable to perform its duties; **No amendments.**

b) to make sure that the corporate business is being conducted with probity, in order to preserve the Company's credibility;

c) to maintain management continuity, whenever possible, which is highly recommended for the stability, prosperity and security of the Company;

d) to establish the general guidelines of the Company's business, as well as to deliberate upon the constitution and performance of Operational Portfolios;

- e) to authorize, in cases of operations with companies not composing the Bradesco Organization, the acquisition, the disposal and encumbrance of assets composing the Permanent Assets and non-permanent equity interest of the Company and its direct and indirect subsidiaries, when referring to amount higher than 1% (one per cent) of their respective Shareholders' Equity;
- f) to decide on trades involving shares issued by the Company, in accordance with Paragraph Six of Article 6;
- g) to authorize the granting of any kind of donation, contribution or aid, regardless of the beneficiary;
- h) to approve the payment of dividends and/or interest on own capital proposed by the Board of Executive Officers;
- i) to submit to Shareholders' Meetings appreciation proposals aiming at increasing or reducing the capital share, share grouping, bonuses or splits, merger, incorporation or spin-off transactions and reforms in the Company's Bylaws;
- j) to deliberate upon associations, involving the Company or its Subsidiaries, including participation in shareholders' agreements;
- k) to approve the monetary investment of resources resulting from fiscal incentives;
- l) to examine and deliberate upon budgets and financial statements submitted by the Board of Executive Officers;
- m) to assume decision-making powers on specific matters of the Company's interest and to deliberate upon defaulting cases;
- n) to apportion the remuneration of Managers, established by the Shareholders' Meeting and to determine bonuses for board members, executive officers and employees, when it intends to give them;

o) to authorize, whenever necessary, the representation of the Company by a member of the Board of Executive Officers individually or by an attorney, in which case a respective mandate will indicate what actions may be practiced;

p) to establish the remuneration of the Audit Committee members and of the Ombudsman;

q) to approve the Corporate Report on Internal Controls Conformity and determine the adoption of strategies, policies and measures focused on the diffusion of a controlling and risk mitigation culture.

Sole Paragraph - The Board of Directors may assign special duties to the Board of Executive Officers and to any of its members, as well as establish committees to deal with specific matters.

No amendments.

Article 10) The Chairman of the Board shall preside the meetings of this Body, as well as the Shareholders' Meetings, being entitled to appoint any other member of the Board of Directors to proceed so.

No amendments.

Sole Paragraph - The Chairman of the Board may call the Board of Executive Officers and participate, together with other board members, in any of its meetings.

No amendments.

Article 11) The Board will quarterly meet and, whenever necessary, in special sessions convened by the Chairman, or by half of effective Board members. Minutes will be drawn up for every meeting.

No amendments.

Section VI - Board of Executive Officers

No amendments.

Article 12) The Company's Board of Executive Officers, elected by the Board of Directors, with a 1 (one) year term of office, will be constituted by 52 (*fifty-two*) to 97 (ninety-seven) members, distributed in the following position categories: Executive Directors: from 12 (*twelve*) to 26 (twenty-six) members, being 1 (one) Chief Executive Officer, from 5 (*five*) to 10 (ten) Executive Vice-Presidents and from 6 (*six*) to 15 (fifteen) Managing Directors; Department Directors: from 27 (twenty-seven) to 47 (forty-seven) members; - Directors: from 6 (six) to 9 (nine) members; and Regional Directors: from 7 (seven) to 15 (fifteen) members.

No amendments.

Paragraph One - At every election, the Board of Directors will establish the number of

No amendments.

positions to be filled, and designate, by appointing among the Executive Officers that it elects, those who will occupy the positions of Chief Executive Officer, Executive Vice-Presidents and Managing Directors, following the requirements of Articles 17, 18 and 19 of the present Corporate Bylaws.

Paragraph Two □ The requirements provided **No amendments.**

for in item II of Article 18 and □caput□ of Article 19, related to the Executive Directors, Department Directors and Directors, respectively, may be exceptionally waived by the Board up to the limit of ¼ (one fourth) of each of these position categories, except in relation to the Directors appointed to the positions of President and Vice-President.

Article 13) The Officers of the Executive **No amendments.**

Board shall manage and represent the Company, having powers to bind it in any acts and agreements of its interest. The Offices may condescend and waive rights and acquire, sell and subject to an onus assets, with due regard to the provisions stated in item □e□ of Article 9 of the present Bylaws.

Paragraph One - With due reservation to the **No amendments.**

exceptions expressly set forth herein, the Company will only be bound by the joint signatures of at least 2 (two) Officers, one of whom will be the Chief Executive Officer or Executive Vice-President.

Paragraph Two - The Company may also be **No amendments.**

represented by at least 1 (one) Officer and 1 (one) attorney, or by at least 2 (two) especially constituted attorneys, jointly, in which case the respective power of attorney will establish their powers, the acts they may practice and its duration.

Paragraph Three □ The Company may be also **No amendments.**

severally represented by any member of the Board of Executive officers or by attorney with specific powers, in the following cases:

a) powers of attorney with "ad judicium" clause, **No amendments.**

assumption in which the power of attorney may have an indeterminate duration and may be empowered;

b) receive judicial or extrajudicial summons or services of process;

c) participation in biddings;

d) representation in General Meetings of Shareholders or Quotaholders of companies or investment funds in which the Company holds interest, as well as of entities in which it is partner or affiliated company;

e) representation in public agencies and authorities, provided that this does not imply the assumption of responsibilities and/or liabilities by the Company;

f) in legal testimonies.

Paragraph Four - Department Directors and Directors are prohibited from practicing acts that imply the sale and encumbrance of assets and rights of the Company.

No amendments.

Article 14) In addition to the normal duties conferred upon them by law and by the present Bylaws, each member of the Board of Executive Officers will have the following responsibilities:

No amendments.

a) the Chief Executive Officer shall preside the meetings of