

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

1 800 FLOWERS COM INC
Form SC 13G
October 10, 2006

SCHEDULE 13G

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.:)*

1-800-FLOWERS. COM INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

68243Q106

(CUSIP NUMBER)

September 30, 2006

(Date of Event Which Requires Filing of this Statement)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

CUSIP No. 68243Q106 13G

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BlackRock, Inc.
(on behalf of its investment advisory subsidiaries - See Item 7)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP Joint Filing

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

NONE

6. SHARED VOTING POWER

3,481,847

7. SOLE DISPOSITIVE POWER

NONE

8. SHARED DISPOSITIVE POWER

3,481,847

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,481,847 (ownership disclaimed pursuant to Rule 13d-4 of the 1934 Act)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.29%*

12. TYPE OF REPORTING PERSON

HC, CO

*Includes shares held by Master Value Opportunities Trust
disclosed on next page.

Page 3 of 10

CUSIP No. 68243Q106 13G

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

1. NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Master Value Opportunities Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP Joint Filing

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF SHARES BENEFICALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

NONE

6. SHARED VOTING POWER

2,740,776

7. SOLE DISPOSITIVE POWER

NONE

8. SHARED DISPOSITIVE POWER

2,740,776

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.67%*

12. TYPE OF REPORTING PERSON

IV

*Included in shares disclosed by BlackRock, Inc. on previous page.

Page 4 of 10

SCHEDULE 13G

ITEM 1 (a) Name of Issuer:

1-800- FLOWERS.COM INC (the "Company")

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

ITEM 1 (b) Address of Issuer's Principal Executive Offices:

1600 Stewart Avenue
Westbury, NY 11590

ITEM 2 (a) Name of Persons Filing:

BlackRock, Inc.
(on behalf of its investment advisory subsidiaries - See Item 7)

Master Value Opportunities Trust

ITEM 2 (b) Address of Principal Business Office or, if none, Residence:

BlackRock, Inc.
40 East 52nd Street
New York, NY 10022

Master Value Opportunities Trust
800 Scudders Mill Road
Plainsboro, NJ 08536

ITEM 2 (c) Citizenship:

See Item 4 of Cover Pages

ITEM 2 (d) Title of Class Securities:

Common Stock

ITEM 2 (e) CUSIP NUMBER:

See Cover Page

Page 5 of 10

ITEM 3

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or 13d-2(c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a) (6) of the Act,
- (c) Insurance Company as defined in Section 3(a) (19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1(b) (1) (ii) (E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b) (ii) (F),
- (g) Parent Holding Company or Control Person in accordance with Rule 13d-1(b) (ii) (G); see Item 7,
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813),

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

- (i) A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

ITEM 4 Ownership

- (a) Amount Beneficially Owned:

See Item 9 of Cover Pages.

- (b) Percent of Class:

See Item 11 of Cover Pages

- (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:

See Item 5 of Cover pages

- (ii) shared power to vote or to direct the vote:

See Item 6 of Cover pages

- (iii) sole power to dispose or to direct the disposition of:

See Item 7 of Cover pages

- (iv) shared power to dispose or to direct the disposition of:

See Item 8 of Cover pages

Page 6 of 10

ITEM 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

ITEM 6 Ownership of More than Five Percent on Behalf of Another Person.

BlackRock, Inc. is a parent holding company for a number of investment management subsidiaries. Certain of these subsidiaries hold shares of the security which is the subject of this report. (See Item 7).

ITEM 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

The following subsidiaries of BlackRock, Inc. are investment advisors which hold shares of the security being reported;

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

BlackRock Advisors LLC
BlackRock Investment Management LLC
BlackRock (Channel Islands) Ltd

ITEM 8 Identification and Classification of Members of the Group.

Not Applicable

ITEM 9 Notice of Dissolution of Group.

Not Applicable

Page 7 of 10

ITEM 10 Certification

By signing below each of the undersigned certifies that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 10, 2006

BlackRock, Inc.
BlackRock Advisors LLC
BlackRock Investment Management LLC
BlackRock (Channel Islands) Ltd

/s/ James DesMarais

Name: James DesMarais
Title: Attorney-In-Fact*

Master Value Opportunities Trust

/s/ Jeffrey Hiller

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

Name: Jeffrey Hiller
Title: Attorney-In-Fact**

*Signed pursuant to a power of attorney, dated October 4, 2006, included as Exhibit B to this Schedule 13G filed with the Securities and Exchange Commission by BlackRock, Inc.

**Signed pursuant to a power of attorney, dated October 9, 2006, included as Exhibit C to this Schedule 13G filed with the Securities and Exchange Commission on behalf of Master Value Opportunities Trust, Inc.

Page 8 of 10

EXHIBIT A

AGREEMENT

The undersigned hereby agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934, as amended (the "Act") in connection with their beneficial ownership of common stock issued by 1-800-Flowers.com Inc..

Each of the undersigned states that it is entitled to individually use Schedule 13G pursuant to Rule 13d-1(b) of the Act.

Each of the undersigned is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but none is responsible for the completeness or accuracy of the others.

Each of the undersigned agrees that a copy of this agreement shall be attached as an exhibit to the statement on Schedule 13G, and any amendments thereto, filed on behalf of each of them.

This agreement applies to any amendments to Schedule 13G.

Date: October 10, 2006

BlackRock, Inc. (on behalf of its investment advisory subsidiaries)

/s/ James DesMarais

Name: James DesMarais
Title: Attorney-In-Fact*

Master Value Opportunities Trust

/s/ Jeffrey Hiller

Name: Jeffrey Hiller
Title: Attorney-In-Fact**

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

*Signed pursuant to a power of attorney, dated October 4, 2006, included as Exhibit B to this Schedule 13G filed with the Securities and Exchange Commission by BlackRock, Inc.

**Signed pursuant to a power of attorney, dated October 9, 2006, included as Exhibit C to this Schedule 13G filed with the Securities and Exchange Commission on behalf of Master Value Opportunities Trust, Inc.

Page 9 of 10

EXHIBIT B

POWER OF ATTORNEY

The undersigned, BLACKROCK, INC., a corporation duly organized under the laws of the State of Delaware, on its behalf and that of its subsidiaries (collectively, the "Company"), does hereby make, constitute and appoint each of James DesMarais, Bartholomew Battista, Dan Waltcher, Vincent Tritto, Karen Clark, Denis Molleur, Alice Pellegrino and Jeffrey Hiller acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to time, executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4,5,13D,13F and 13G and any amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall be valid from the date hereof and remain in full force and effect until either revoked in writing by the company, or, in respect if any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 4th day of October, 2006.

BLACKROCK, Inc.

By: /s/ Ralph Schlosstein
Name: Ralph Schlosstein
Title: President

Page 10 of 10

EXHIBIT C:

POWER OF ATTORNEY

The undersigned, Master Value Opportunities Trust, Inc., a corporation duly organized under the laws of the state of Maryland, with its principal place of business at 800 Scudders Mill Road, Plainsboro, New Jersey 08536, does hereby make, constitute and appoint Denis Molleur, Jeffrey Hiller, James DesMarais and Alice A. Pellegrino acting severally, for it and in its name, place and stead, to execute and cause to be filed and/or delivered as required under Section 13(d) of the Securities Exchange Act of 1934 (the "Act") and the regulations thereunder, any number as appropriate of original, copies, or electronic filings of the Securities and Exchange Commission Schedule 13D or Schedule 13G Beneficial Ownership Reports (together with any amendments and joint filing agreements under Rule 13d-1(k) (1) of the Act, as may be required thereto) to be filed and/or delivered with respect to any equity security (as defined in Rule 13d-1(d) under the Act) beneficially owned by the undersigned and which must be reported by the undersigned pursuant to Section 13(d) of the Act and the regulations thereunder, and generally to take such other actions and perform such other things necessary to effectuate the foregoing as fully in all respects as if the undersigned could do if personally present. This Power of Attorney shall remain in effect until revoked, in writing, by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on this 9th day of October, 2006.

Master Value Opportunities Trust, Inc.

By: /s/Donald C. Burke
Name: Donald C. Burke,
Title: Vice President & Treasurer

le="LINE-HEIGHT: 17pt; FONT-SIZE: 12pt" lang=EN-US color=#333333 face="times new roman"> **Definitions**

2.1. Upon adoption and interpretation of this Disclosure Policy, the terms listed below shall have the following meanings:

Controlling Shareholder

The shareholder or group of shareholders bound by a shareholders' agreement or under common control, which holds control, direct or indirect, over the Company, under Law No. 6404/76, as amended from time to time.

Managers

Officers and members, both permanent and deputy, of the Board of Directors of the Company.

Material Act or Fact

Means any (i) decision made by a Controlling Shareholder; (ii) resolution made by the Annual Meeting or the Company's management bodies; (iii) or any other act or fact of a political-administrative, technical, business or financial-economic nature which has occurred or is related to the Company's businesses, and which may substantially affect: (a) the trading price of Securities; (b) any investors' decision to purchase, sell or keep such Securities; or (c) any investors' decision towards exercising any rights inherent to their capacity of holder of Securities issued by the Company or related to them.

Stock Exchanges	The São Paulo Stock Exchange, BM&FBovespa, as well as any other stock or other over-the-counter markets, organized for the trading of securities in general in which the Company holds Securities subject to trading.
Company	Companhia Brasileira de Distribuição.
Disclosure and Trading Committee	A body intended to assist the Company's Investor Relations Officer, created with the purpose of helping him in the performance of his duties before the CVM.
Members of the Fiscal Council	The members of the Fiscal Council of the Company, both permanent or deputy, once summoned, elected by a resolution of the Shareholders General Meeting of the Company.
CVM	The Brazilian Securities and Exchange Committee.
Investor Relations Officer	The Company's Officer in charge of providing information to investors, to the Brazilian Securities and Exchange Commission (CVM), and to Stock Exchanges, as well as of the update of the Company's listing before CVM as a publicly-held corporation.
Former Managers	Managers who no longer belong to the Company's management body.
Material Information	Means any decision made by a Controlling Shareholder, following resolution made by the Annual Meeting or the Company's management bodies or any other act or fact of a political-administrative, technical, business or financial-economic nature which has occurred or is related to the Company's businesses, and which may substantially affect: (i) the trading price of Securities; (ii) any investors' decision to purchase, sell or keep such securities; or (iii) any investors' decision towards exercising any rights inherent to their capacity of Securities holders. An exemplificative list of situations that may be defined as Material Information is provided by Article 2 of CVM Ruling No. 358/2002.

CVM Ruling 358	The CVM Ruling 358, issued on January 3 rd 2002, as amended.
Law No. 6404/76	Law 6.404, of December 15 th 1976, as amended.
Bound Persons	The Company, any directly or indirectly Controlling Shareholders, Managers, members of the Fiscal Council, members of any boards in charge of technical or advisory functions within the Company, created in accordance with the Company's By-laws, and any person who, by virtue of his or her title, function or position within the Company, Parent Companies, Controlled Companies and Affiliated Companies, is aware of the information deemed to be a Material Information, as well as other professionals who have expressly adhered to the Disclosure Policy.
Disclosure Policy	This Policy on the Disclosure and Use of Material Information and on the Preservation of Confidentiality, issued by the Company.
Affiliated Companies	Companies on which the Company, directly or through other companies, exercises significant influence without controlling them, under Paragraphs 1, 4 and 5 of Section 243 of Law 6404/76, as amended from time to time.
Controlled Companies	Companies on which the Company, directly or through other companies, holds ownership rights that ensure, on a permanent basis, preponderance upon company resolutions and the power to elect the majority of the managers.
Parent Companies	Companies controlled by the Company, either directly or indirectly, which already are or later become a controlled company under Law 6404/76, as amended from time to time.
Compliance Statement	An agreement for purposes of adhering to this Disclosure Policy, to be executed according to the model under Exhibit I attached hereto.
Securities	Shares, bonds, subscription warrants, receipts and subscription rights, promissory notes, call options or put options, indexes and derivatives of any kind, or any other securities or collective investment agreements issued by the Company, or referring to them, which are deemed to be securities under the law.

III. Persons to whom this Disclosure and Adhesion Policy applies

3.1. The obligations provided by this Disclosure Policy also apply, for purposes of express adhesion, to Bound Persons.

3.2. Bound Persons shall expressly adhere to this Disclosure Policy, upon execution of the Compliance Statement, under Exhibit I.

3.3. The Company shall keep at its headquarters the list of persons who have executed the Compliance Statement, with their respective identification and personal data, position or function, address and enrollment number with the Corporate Taxpayers' Registry (CNPJ) or Individual Taxpayers' Registry (CPF) of the Treasury Department.

3.3.1. Whenever changes or alterations are made to individual or personal data, the persons bound by the Compliance Statement shall immediately inform the Company about such alterations, by communicating them to the Investor Relations Officer, who shall update and keep them always available to CVM.

3.4. The Compliance Statements shall remain filed at the Company's registry office for as long as the persons bound by it remain connected with the Company, and for at least five years following termination thereof.

IV. Duties and Responsibilities

4.1. The Investor Relations Officer shall:

(i) Disclose and inform the occurrence of any material act or fact to both CVM and the Stock Exchanges, immediately after the knowledge thereof, as well as any acts or facts concerning the Company business, deemed to be a Material Information;

(ii) Care for the wide, and immediate dissemination of Material Information, simultaneously in the Stock Exchanges and in all markets where the Company holds Securities subject for trading, as well as to investors in general; and

(iii) Provide the competent agencies, upon demand, with all the additional clarifications concerning the disclosure of such material act or fact.

4.2. The communication of Material Information to CVM and the Stock Exchanges shall be made by means of a written document, which shall describe in detail the acts and/or facts occurred, indicating, as possible, the amounts involved and other clarifications necessary for full understanding thereof by CVM, the Stock Exchanges and the general market related to the Material Information regarding this disclosure.

4.3. Material Information shall be disclosed to the public by means of announcement on newspapers used by the Company, which may contain a summarized description of the Material Information, provided that upon due mentioning of the Internet address at which the complete description of the Material Information may be found, at least in the same terms as those contained in the text sent to CVM and the Stock Exchanges.

4.4. Whenever a Material Information is spread by any means of communication, including information to the press, or at meetings held by trade associations, investors, and analysts or with selected audience, either in the country or abroad, the Material Information shall be disclosed simultaneously to CVM, the Stock Exchanges and the market in general.

4.5. Any Bound Persons who become aware of acts or facts that may be deemed to be Material Information shall proceed to the immediate communication thereof to the Investor Relations Officer.

4.5.1. Once any Bound Persons who become aware of a Material Information find that an omission has occurred upon disclosure thereof, which should otherwise had been disclosed under the terms of the laws and of the prevailing regulation, they shall immediately communicate said Material Information to the Investor Relations Officer, so that this latter be able to immediately disclose it, or communicate said Material Information to the CVM, if the omission persists.

4.6. Whenever unusual oscillations in the price or quantity of traded securities issued by the Company or related thereto are verified, or in which Material Information has failed to be provided to the Company, the Investor Relations Officer shall inquire the persons with access to Material Information in order to determine whether said information should be disclosed to the market.

4.7. The Material Information shall be disclosed preferably before the opening or following the closing of the trading hours at Stock Exchanges. If these later are not functioning simultaneously, the disclosure shall be made upon compliance to the trading hours of Stock Exchanges established in Brazil.

V. Exceptions to the Immediate Disclosure of Material Information

5.1. Any acts or facts representing Material Information may not be disclosed if disclosure thereof exposes a lawful interest of the Company to risk.

5.2. The Company may decide to submit to the CVM the matter relative to the disclosure to the public of Material Information that may put a lawful interest of the Company at risk.

5.3. Whenever the facts concerning Material Information, which have not yet been disclosed to the public escape of the Company's control, or if one finds that an unusual oscillation has occurred to the price or quantity of Securities traded, the Investor Relations Officer shall arrange for said Material Information to be immediately disclosed to the CVM, the Stock Exchanges and the general market.

VI. Duty to Keep Material Information Confidential

6.1. Bound Persons shall keep strictly confidential all Material Information still undisclosed, and to which they have access as a result of their position or function, until said Material Information be disclosed to the public, causing their subordinates and trustworthy third parties to so proceed.

6.2. Even following disclosure to the public, the Material Information shall be deemed undisclosed until a reasonable time has elapsed in order for the market players to have received and processed the Material Information.

6.3. Only the Investor Relations Officer or the Chief Executive Officer or the person appointed by them, shall be authorized to comment, clarify or provide details related to the content of the Material Information.

6.4. Bound Persons shall not discuss Material Information in public places. Likewise, Bound Persons shall only handle matters related to Material Information with those who need to know the Material Information.

6.5. Any Bound Person leaving the Company shall still remain subject to the confidentiality duty until said information is disclosed to the competent bodies and to the market.

6.6. Any violations of this Disclosure Policy verified by Bound Persons shall be immediately informed to the Company, in the person of the Investor Relations Officer.

6.7. Should any Bound Person find that a Material Information still undisclosed to the public is not entirely under the control of the Company, or, that an unusual oscillation has occurred in the trade, price or quantity of Securities traded, these facts shall be immediately informed to the Company, in the person of the Investor Relations Officer.

VII. Duty to Indemnify

7.1. Bound Persons responsible for the breach of any provision of this Disclosure Policy commit to fully and without any limitations compensate the Company and/or other Bound Persons, for all losses incurred by the Company and/or other Bound Persons, provided that such losses result, directly or indirectly, from said breach.

VIII. Disclosure and Trading Committee

8.1. The Company shall have a Disclosure and Trading Committee, made up of five (5) members, holding the following positions in the Company:

- a. Chief Executive Officer;
- b. Chief Financial Officer;
- c. Investors Relations Officer;
- d. Press Officer; and
- e. General Counsel.

8.2. The Disclosure and Trading Committee shall function as an assistance body for the Company's Investor Relations Officer, by assisting him in performing his functions before the CVM.

8.3. The Disclosure and Trading Committee shall meet upon a call by the Company's Investor Relations Officer, in that all the decisions made by the Disclosure and Trading Committee shall be taken by the vote of the majority of its members, without prejudice to the powers granted to the Company's Investor Relations Officer.

8.3.1. The call notices shall be made by electronic communication according to the advance period applicable to each specific subject matter, and the meetings may be held by conference call, videoconference or by any other electronic means of communication.

8.4. The main functions of the Disclosure and Trading Committee shall be:

(i) To assist, discuss and recommend to the Investor Relations Officer, in respect of the information to be disclosed (or not) to the market and by what means, among which the Reference Form, the forms intended for filing with the SEC any material facts, announcements to the market and press releases, providing grounds for such recommendation; and

(ii) To assist the Investor Relations Officer in matters submitted by him to the committee within the scope of this Disclosure Policy.

IX. General Guidelines on the Conduct and Prudential Rules

9.1. For purposes of reducing the risk of leakage of Material Information, the Company shall limit the number of authorized spokespersons and inform the other collaborators involved about the prohibition to comment this sort of information.

9.2. The Company, whenever possible, shall arrange for the execution of Confidentiality Agreements or Clauses with all their interlocutors exposed to Material Information which have not yet been disclosed to the market.

X. Effectiveness

10.1. This Disclosure Policy shall be effective on the date of its approval by the Board of Directors, and shall remain so for an indefinite term, until there is a resolution taken by Board of Directors deciding otherwise.

XI. Amendments

11.1. By means of resolution made by the Board of Directors, the Company's Disclosure Policy may be amended in the following situations: (i) whenever an express determination in this respect is issued by the CVM; (ii) upon any changes to the applicable legal and regulatory norms, to implement the necessary adaptations; and (iii) as the Board of Directors deems fit, during the process of evaluation of effectiveness of the procedures adopted.

11.2. Amendments to the Company's Disclosure Policy shall be immediately communicated to CVM and to Stock Exchanges by the Investor Relations Officer, as required by the applicable rules, as well as to those adhering to the Disclosure Policy, to whom said Amendments shall apply from the date of notice thereof.

11.3. This Disclosure Policy may not be amended when the disclosure of any Material Fact is still pending.

XII. General Provisions

12.1. The Investor Relations Officer shall be the Officer in charge of implementing the procedures needed for compliance with the rules set forth in the Disclosure Policy and for the monitoring thereof.

12.1.1. Any doubts on the provisions contained in this Company's Disclosure Policy or on the adoption of its provisions shall be directly sent to the Investor Relations Officer, who shall provide the relevant clarification or direction.

12.2. The provisions of this Disclosure Policy apply to Bound Persons as of their execution of the Compliance Statement, without prejudice to the rules of CVM Ruling 358 applicable to Bound Persons who have yet to execute the Compliance Statement.

12.3. The application of this Disclosure Policy shall be submitted to a periodical monitoring by the Disclosure and Trading Committee which, whenever deems necessary, shall submit it to the analysis of the Company's Corporate Governance Committee.

*Exhibit I to the Policy on the Disclosure and Use of Material Information and on the Preservation of Confidentiality
issued by Companhia Brasileira de Distribuição*

COMPLIANCE STATEMENT TO THE POLICY ON THE DISCLOSURE AND USE OF MATERIAL
INFORMATION AND ON THE PRESERVATION OF CONFIDENTIALITY ISSUED BY COMPANHIA

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

By this present instrument, [name or company name], [identification], with address at [address], in the capacity of [position / controlling shareholder / service provider] at Companhia Brasileira de Distribuição, hereby states to have read the Policy on the Disclosure and Use of Material Information and on the Preservation of Confidentiality issued by Companhia Brasileira de Distribuição, as approved at a meeting of the Board of Directors held on [] [] 2013, and undertakes to observe, comply with and care for for the due performance of all provisions contained in said Disclosure Policy.

[Place], [Date]

[Party]

Witnesses:

1. _____

2. _____

Name:

Name:

Brazilian ID (RG):

Brazilian ID (RG):

Individual Taxpayers' Registry (CPF) No.:

Individual Taxpayers' Registry (CPF) No.:

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Date: August 30, 2013

By: /s/ Enéas César Pestana Neto
Name: Enéas César Pestana Neto
Title: Chief Executive Officer

By: /s/ Daniela Sabbag
Name: Daniela Sabbag
Title: Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
