

CPFL Energy INC  
Form CB/A  
August 28, 2017

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

**Form CB/A**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

**(Amendment No. 2)**

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)**

**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 S.A.**

**(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)

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**PART I - INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

- (a) The following draft disclosure documents have been published in Brazil and are attached as exhibits 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).\*
  - (ii) Second 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 July 12, 2017 (free translation into English).\*\*
  - (iii) Third 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 August 24, 2017 (free translation into English).

(b) Not applicable.

\*Previously furnished to the Securities and Exchange Commission by State Grid Brazil Power Participações S.A. on Form CB on February 23, 2017.

\*\*Previously furnished to the Securities and Exchange Commission by State Grid Brazil Power Participações S.A. on Form CB on July 13, 2017.

**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**

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State Grid Brazil Power Participações S.A. filed a written irrevocable consent and power of attorney on Form F-X with the Securities and Exchange Commission on February 23, 2017.

**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 S.A.**

/s/ Qu Yang

Name: Qu Yang

Title: Chief Executive Officer

(Name and Title)

August 28, 2017

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
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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