

Gafisa S.A.  
Form 6-K  
June 18, 2013

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

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For the month of June, 2013**

**(Commission File No. 001-33356),**

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**Gafisa S.A.**

*(Translation of Registrant's name into English)*

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**Av. Nações Unidas No. 8501, 19th floor**  
**São Paulo, SP, 05425-070**  
**Federative Republic of Brazil**  
*(Address of principal executive office)*

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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)

Yes  No

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):

Yes  No

Indicate by check mark whether by furnishing the information contained in this Form,  
the Registrant is also thereby furnishing the information to the Commission pursuant

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to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes \_\_\_\_\_ No \_\_\_X\_\_\_

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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**GAFISA S.A.**

Corporate Taxpayer's ID (CNPJ/MF) No.  
01.545.826/0001-07

Corporate Registry (NIRE) 35.300.147.952

**Publicly-Held Company**

**CONSTRUTORA TENDA S.A.**

Corporate Taxpayer's ID (CNPJ/MF) No.  
71.476.527/0001-75

Corporate Registry (NIRE) 35.300.348.206

**Publicly-Held Company**

**NOTICE TO MARKET**

**São Paulo, June 18, 2013** – CONSTRUTORA TENDA S.A. (Bovespa, TEND3) (“Tenda”) and Gafisa S.A. (Bovespa: GFSA3; NYSE: GFA) (“Gafisa”), Brazil’s leading diversified national homebuilder, announced yesterday it has approved to issue debentures, by Tenda (the “Company”), to fund the purchase of the outstanding 20% stake in Alphaville Urbanismo S.A. (“Alphaville”) which it did not already own.

The restricted public offering of 2,500 debentures with a principal amount of R\$250 million was approved during Tenda’s Board of Directors meeting held on June 17, 2013.

The debentures will pay interest at a rate of 120% of CDI per annum, and will mature up to 24 months from issue date of June 19, 2013. The debentures will not be convertible into shares.

The Company will use the proceeds of the offering to complete the purchase of the outstanding 20% stake in Alphaville. The difference between the debenture issuance and the purchase price will be funded by own resources.

On June 7, 2013, Gafisa entered into an agreement with Alphaville’s founding partners to complete the purchase of the outstanding 20% stake in Alphaville for a total consideration of R\$367 million. On the same date, Gafisa also signed an agreement to sell a majority stake in Alphaville, valuing Alphaville at an equity value of R\$2.01 billion, to private equity firms Blackstone Real Estate Advisors L.P. and Pátria Investimentos Ltda. The issue of debentures will facilitate the conclusion of the sale transaction to Blackstone and Patria, which resources will be used to pay off the above mentioned issuance.

The definitive terms and conditions of the debentures are set forth in the Board of Directors minutes dated June 17, 2013, a copy of which was filed with the U.S. Securities and Exchange Commission (SEC) and posted on Gafisa’s website at [www.gafisa.com.br/ir](http://www.gafisa.com.br/ir).

**Gafisa S.A.**

André Bergstein

Chief Financial and Investor Relations Officer

**Construtora Tenda S.A.**

Rodrigo Osmo

Investor Relations Officer

## **About Gafisa**

Gafisa is a leading diversified national homebuilder serving all demographic segments of the Brazilian market. Established over 59 years ago, we have completed and sold more than 1,000 developments and built more than 12 million square meters of housing, more than any other residential development company in Brazil. Recognized as one of the foremost professionally managed homebuilders, "Gafisa" is also one of the most respected and best-known brands in the real estate market, recognized among potential homebuyers, brokers, lenders, landowners, competitors, and investors for its quality, consistency, and professionalism. Our pre-eminent brands include Tenda, serving the affordable/entry-level housing segment, and Gafisa and Alphaville, which offer a variety of residential options to the mid- to higher-income segments. Gafisa S.A. is traded on the Novo Mercado of the BM&FBOVESPA (BOVESPA:GFS3) and on the New York Stock Exchange (NYSE:GFA).



**SIGNATURE**

Pursuant to the requirements 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.

Date: June 18, 2013

**Gafisa S.A.**

By:

/s/ Alceu Duílio Calciolari

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Name: Alceu Duílio Calciolari

Title: Chief Executive Officer

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