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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 6-K

### REPORT OF FOREIGN PRIVATE ISSUER Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the month of October 2016

Commission File Number: 001-36744

### **Cnova N.V.**

(Translation of registrant's name into English)

**WTC Schiphol Airport  
Tower D, 7th Floor  
Schiphol Boulevard 273  
1118 BH Schiphol  
The Netherlands**

(Address of principal executive offices)

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):

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## EXPLANATORY NOTE

On October 31, 2016, Cnova issued a press release titled “CNOVA N.V. announces completion of the reorganization of its Brazilian activities within Via Varejo”, a copy of which is furnished as Exhibit 99.1 with this report of foreign private issuer on Form 6-K.

### ***Important Information for Investors and Security Holders***

***This report and the materials furnished herewith are neither an offer to purchase nor a solicitation of an offer to sell securities. Investors are advised to read the tender offer statement of Cnova’s controlling shareholder Casino, Guichard-Perrachon (“Casino”) if and when it becomes available because it will contain important information.***

*The potential tender offer by Casino for Cnova’s outstanding ordinary shares, par value €0.05 per share, referenced in the materials furnished herewith, has not commenced and may never commence. If and when the offer is commenced, Casino will file a tender offer statement on Schedule TO with the SEC and Cnova will timely file a solicitation/recommendation statement on Schedule 14D-9 with respect to the offer. Casino and Cnova intend to mail these documents to the shareholders of Cnova. Any tender offer document (including any offer to purchase, any related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to any tender offer. Those materials, as amended from time to time, will be made available to Cnova’s shareholders at no expense to them at [www.cnova.com](http://www.cnova.com). In addition, any tender offer materials and other documents that Casino and/or Cnova may file with the SEC will be made available to all shareholders of Cnova free of charge at [www.groupe-casino.fr](http://www.groupe-casino.fr) and [www.cnova.com](http://www.cnova.com). All of those materials (and all other offer documents filed with the SEC) will be available for no charge on the SEC’s website at [www.sec.gov](http://www.sec.gov). Documents may also be obtained from Cnova upon written request to the Investor Relations Department, WTC Schiphol Airport, Tower D, 7th Floor, Schiphol Boulevard 273, 1118 BH Schiphol, The Netherlands, telephone number +31 20 795 06 71.*

**SIGNATURES**

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.

CNOVA N.V.

Date: October 31, 2016

By: /s/ STEVEN GEERS

Name: Steven Geers

Title: General Counsel

## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated October 31, 2016 titled “CNOVA N.V. announces completion of the reorganization of its Brazilian activities within Via Varejo.”

Press Release



October 31, 2016

**CNOVA N.V.  
Announces completion of the reorganization of its  
Brazilian activities within Via Varejo**

AMSTERDAM, October 31, 2016, 22:01 CET — Following its announcement on October 27, 2016, Cnova N.V. (NASDAQ and Euronext Paris: CNV; ISIN: NL0010949392) (“Cnova” or the “Company”) announces that it has today completed the reorganization of its Brazilian subsidiary, Cnova Comércio Eletrônico S.A., within Via Varejo (the “Reorganization”).

As a result of the Reorganization, the activity of Cnova is now exclusively focused on Cdiscount.

Following the Reorganization completion, Casino, Guichard-Perrachon (“Casino”), Cnova’s parent company, has confirmed to the Company that Casino will launch simultaneous tender offers in the United States and France to acquire the Cnova common shares outstanding at a price of \$5.50 per share and its equivalent amount in Euros.

Casino has also indicated to Cnova that:

- Casino will file the draft information memorandum relating to the French tender offer with the *Autorité des marchés financiers* (“AMF”) in the second half of November 2016;
- once the AMF has granted the required approvals, Casino will launch tender offers simultaneously in the United States and in France.

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## **About Cnova N.V.**

*Cnova N.V., one of the leading e-Commerce companies in France, serves 7.9 million active customers via state-of-the-art e-tail Cdiscount websites in France and the Ivory Coast. Cnova N.V.'s product offering of more than 19 million items provides its clients with a wide variety of very competitively priced goods, several fast and customer-convenient delivery options as well as practical payment solutions. Cnova N.V. is part of Groupe Casino, a global diversified retailer. Cnova N.V.'s news releases are available at [www.cnova.com](http://www.cnova.com). Information available on, or accessible through, the sites referenced above is not part of this press release.*

*This press release contains regulated information (gereguleerde informatie) within the meaning of the Dutch Financial Supervision Act (Wet op het financieel toezicht) which must be made publicly available pursuant to Dutch and French law. This press release is intended for information purposes only.*

## **Forward-Looking Statements**

*This press release contains forward-looking statements. Such forward-looking statements may generally be identified by words like “anticipate,” “assume,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “future,” “will,” “seek” and similar terms or phrases. Examples of forward-looking statements include, but are not limited to, statements made regarding the possibility, timing and other terms and conditions of the proposed transaction and the related offer by the Company’s controlling shareholder Casino, Guichard-Perrachon (“Casino”) for the outstanding shares of Cnova. The forward-looking statements contained in this press release are based on management’s current expectations, which are subject to uncertainty, risks and changes in circumstances that are difficult to predict and many of which are outside of Cnova’s control. Important factors that could cause Cnova’s actual results to differ materially from those indicated in the forward-looking statements include, among others: the effect of the announcement of the Reorganization on the ability of the Company to retain and hire key personnel, maintain relationships with its customers and suppliers, and maintain its operating results and business generally; the outcome of any legal proceedings that may be instituted against the Company and others relating to the reorganization agreement, dated as of August 8, 2016, between Cnova Brazil, Via Varejo and Cnova (the “Reorganization Agreement”); changes in global, national, regional or local economic, business, competitive, market or regulatory conditions; and other factors discussed under the heading “Risk Factors” in the U.S. Annual Report on Form 20-F for the year ended December 31, 2015, filed with the SEC on July 22, 2016, and other documents filed with or furnished to the SEC. Any forward-looking statements made in this press release speak only as of the date hereof. Factors or events that could cause Cnova’s actual results to differ from the statements contained herein may emerge from time to time, and it is not possible for Cnova to predict all of them. Except as required by law, Cnova undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise.*

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