

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13E-3  
RULE 13E-3 TRANSACTION STATEMENT  
UNDER SECTION 13(E) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Amendment No. 8

CNOVA N.V.  
(Name of the Issuer)

Cnova N.V.

Casino, Guichard-Perrachon S.A.  
(Names of Persons Filing Statement)

Companhia Brasileira de Distribuição

Ordinary shares, par value €0.05 per share  
(Title of Class of Securities)

N20947102  
(CUSIP Number of Class of Securities)

CNOVA N.V.  
WTC Schiphol Airport  
Tower D, 7th Floor  
Schiphol Boulevard 273  
1118 BH Schiphol  
The Netherlands  
+31 20 795 06 71  
Attn: General Counsel

c/o CASINO, GUICHARD-PERRACHON  
1, Esplanade de France, BP  
30642008 Saint-Etienne  
Cedex 2 - FRANCE  
+33 4 77 45 31 31  
Attn: General Counsel

c/o COMPANHIA BRASILEIRA  
DE DISTRIBUIÇÃO  
Av. Brigadeiro Luís  
Antônio, 3235  
Jardim Paulista CEP  
01402-901  
São Paulo SP Brasil  
+55 11 3886 0533  
Attn: General Counsel

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices  
and Communications on Behalf of the Persons Filing Statement)

With copy to  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000  
Attn: Adam O. Emmerich

This statement is filed in connection with (check the appropriate box):

- a.  The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b.  The filing of a registration statement under the Securities Act of 1933.
- c.  A tender offer.
- d.  None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee

Transaction valuation*	Amount of filing fee**
\$704,734,455	\$73,954.82

\* Calculated solely for purposes of determining the filing fee. The calculation of the transaction valuation was determined by taking the sum of (a) the product of (i) 96,790,798 ordinary shares of Cnova N.V. acquired in the Reorganization multiplied by (ii) \$5.25, the market value of the ordinary shares, established by the average of the high and low prices reported by The NASDAQ Stock Market for August 18, 2016 (such product, the "Reorganization Value") plus (b) the product of (i)(A) the sum of 35,569,932 ordinary shares of Cnova N.V. not directly or indirectly owned by Casino, Guichard-Perrachon plus (B) 172,389 deferred stock units that would vest as ordinary shares of Cnova N.V. in the event of the death of the beneficiaries of such units multiplied by (ii) the offer price of \$5.50 per share (such product, the "Tender Offer Value"). The calculation of the filing fee is based on information provided by Cnova N.V. as of December 27, 2016.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, Fee Rate Advisory No. 1 for Fiscal Year 2016, issued August 27, 2015, and Fee Rate Advisory No. 1 for Fiscal Year 2017, issued August 31, 2016 by taking the sum of (a) the product of the Reorganization Value multiplied by 0.0001007 plus (b) the product of the Tender Offer Value multiplied by 0.0001159.

Check the box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule, and the date of its filing.

Amount Previously Paid: \$51,170.88  
Form or Registration No.: Schedule 13E-3

Filing Party: Cnova N.V.  
Date Filed: August 23, 2016

Amount Previously Paid: \$22,783.94  
Form or Registration No.: Schedule TO-T

Filing Party: Casino, Guichard-Perrachon  
Date Filed: December 27, 2016

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## Introduction

This Amendment No. 8 to the Rule 13e-3 Transaction Statement (the "Transaction Statement") is being filed with the U.S. Securities and Exchange Commission (the "SEC") pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by (a) Cnova N.V. ("Cnova"), (b) Casino, Guichard-Perrachon S.A. ("Casino") and (c) Companhia Brasileira de Distribuição ("CBD").

On August 8, 2016, Cnova, Cnova Comércio Eletrônico S.A. ("Cnova Brazil") and Via Varejo S.A. ("Via Varejo") entered into a Reorganization Agreement providing for the reorganization of Cnova Brazil within Via Varejo (the "Reorganization"). In connection with the Reorganization, Casino executed a letter agreement pursuant to which Casino agreed to launch tender offers to purchase any and all outstanding ordinary shares of Cnova at a price of \$5.50 per share, subject only to completion of the Reorganization. Further, pursuant to a separate letter agreement, CBD agreed not to tender the Cnova shares it owns into Casino's potential tender offers nor otherwise transfer its Cnova shares prior to the completion of the tender offers.

On October 31, 2016, the Reorganization was completed.

Pursuant to requirements of French law, on December 6, 2016, Casino published a draft *note d'information* (the "French Offer Document") in connection with its offer (the "French Offer") to purchase any and all outstanding ordinary shares, nominal value €0.05 per share, of the Company ("Cnova Ordinary Shares"), from holders of Cnova Ordinary Shares not resident in the United States of America ("Non-U.S. Holders") who are permitted to participate in the French Offer pursuant to local laws and regulations applicable to those Non-U.S. Holders. Also on December 6, 2016, Cnova published a draft *note d'information en réponse* (the "French Response Document"), which includes the response of the Cnova board of directors to the French Offer Document. The French Offer is part of the offer to purchase any and all outstanding Cnova Ordinary Shares that was previously announced by Casino in connection with the now completed Reorganization. On December 22, 2016 the French Offer Document and the French Response Document received the *visa* of the *Autorité des Marchés Financiers*, the competent regulator of the French Offer, and on December 27, 2016, the French Offer was formally commenced.

Additionally, on December 27, 2016, Casino filed a tender offer statement on Schedule TO-T and commenced a tender offer, pursuant to which it is offering to purchase all outstanding Cnova Ordinary Shares held by U.S. Holders (as such term is defined in Rule 14d-1(d) under the Exchange Act) for \$5.50 per Cnova Ordinary Share, net to the seller in cash, less any applicable withholding tax, (the "U.S. Offer" and, together with the French Offer, the "Offers"). The U.S. Offer is being made by Casino pursuant to and subject to the terms and conditions set forth in Casino's offer to purchase, dated December 27, 2016 (the "Offer to Purchase"), which is included as Exhibit (a)(16) to this Transaction Statement.

The U.S. Offer is set to expire at 11:59 p.m. New York City Time on January 25, 2017, unless extended.

The Offer to Purchase and Items 1 through 10, Item 12 and Item 14 of the Transaction Statement, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

### **Items 1 through 10, Item 12 and Item 14.**

*The disclosure set forth in the Offer to Purchase under the caption "Offer to Purchase for Cash" is hereby amended by deleting and replacing in its entirety the reference to "5:00 PM" with "11:59 PM".*

*The disclosure set forth in the Offer to Purchase under the caption "Questions and Answers About the Offers" is hereby amended by deleting and replacing in its entirety the reference to "5:00 PM" under the heading "Scheduled Expiration Date" with "11:59 PM".*

*The disclosure set forth in the Offer to Purchase under the caption "Questions and Answers About the Offers" is hereby further amended by deleting and replacing in its entirety the reference to "5:00 PM" under the question "How long do I have to decide whether to tender in the U.S. Offer?" with "11:59 PM".*

*The disclosure set forth in the Offer to Purchase under the caption "Introduction" is hereby amended by deleting and replacing in its entirety the reference to "5:00 PM" in the tenth paragraph with "11:59 PM".*

*The disclosure set forth in the Offer to Purchase under the caption “Special Factors—Positions of the Filing Parties as to the Fairness of the Offers—Recommendation of the Cnova Transaction Committee; Fairness of the Offers” is hereby amended by adding the following sentence immediately following the first sentence of the paragraph beginning “Additionally, the Cnova transaction committee . . .”:*

The Cnova transaction committee and the Cnova board of directors were not aware of any firm offer for a merger, sale of all or a substantial part of Cnova’s assets, or a purchase of a controlling amount of Cnova securities having been received by Cnova from anyone in the two years preceding the signing of the Reorganization Agreement.

*The disclosure set forth in the Offer to Purchase under the caption “Special Factors—Financial Advisor Materials Related to the Offers—Opinion of Eight Advisory as to Fairness of the Offers—Analysts’ Target Price Analyses” is hereby amended by deleting and replacing in its entirety the reference to “US\$5.00” with “US\$5.50”.*

*The disclosure set forth in the Offer to Purchase under the caption “The Offers—Terms of the U.S. Offer—Expiration Date of the U.S. Offer” is hereby further amended by deleting and replacing in its entirety the reference to “5:00 PM” in the first paragraph with “11:59 PM”.*

*The disclosure set forth in the Offer to Purchase under “Appendix C—IV. Valuation Criteria for the Offer—4.6. Miscellaneous” is hereby amended by adding the following paragraph immediately following the third paragraph:*

During the two year period preceding the date of the valuation analysis, the aggregate fees received by J.P. Morgan from Casino, Cnova and their respective affiliates were approximately US\$9.6 million.

**SIGNATURE**

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

Dated as of January 9, 2017

**CNOVA N.V.**

By: /s/ Steven Geers

Name: Steven Geers

Title: General Counsel

*[Signature Page to Transaction Statement on Schedule 13E-3]*

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**SIGNATURE**

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

Dated as of January 9, 2017

**CASINO, GUICHARD-PERRACHON S.A.**

By: /s/ Jean-Charles Naouri  
Name: Jean-Charles Naouri  
Title: Chairman and Chief Executive Officer

*[Signature Page to Transaction Statement on Schedule 13E-3]*

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**SIGNATURE**

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

Dated as of January 9, 2017

**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

By: /s/ Christophe José Hidalgo  
Name: Christophe José Hidalgo  
Title: Chief Financial Officer

**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

By: /s/ Antonio Salvador  
Name: Antonio Salvador  
Title: Executive Vice President of Human Resources and Management

*[Signature Page to Transaction Statement on Schedule 13E-3]*

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