



**TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.**

Authorized Public Company – CVM nº 19330  
CNPJ nº 03.014.553/0001-91 – NIRE 35.300.159.845  
Rua Olimpíadas, nº 205, 14º andar, conjunto 142/143,  
CEP 04551-000, São Paulo – SP

**ISIN code of the first series: B RTPISDBS034**  
**ISIN code of the second series: B RTPISDBS042**

**Fitch Ratings' Risk Ranking of the Debentures: “A+(bra)”**

**MARKET ANNOUNCEMENT AND NOTICE OF CHANGES IN CONDITIONS OF  
THE ISSUE**

**TPI- TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS, S.A.** Company with public registry with the Brazilian Securities and Exchange Commission ("CVM"), headquartered in the city of São Paulo, State of São Paulo, at Rua Olimpíadas, 205, 14 floor, Suite 142/143, enrolled in the national register of legal entities of the Ministry of Finance ("CNPJ/MF") under nr 03.014.553/0001-91 ("Issuer" or "Company"); **BANCO BTG PACTUAL S.A.**, financial institution with offices in the city of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, nr 3729, 8 to 10th floors, and enrolled with the CNPJ/MF under nr. 30.306.294/0002-26 ("BTG Pactual" or "Lead Coordinator"); and additionally as clarified below, the **CAIXA ECONOMICA FEDERAL** financial institution with offices in the city of São Paulo, State of São Paulo, at Avenida Paulista, nº 2300, 12th floor, Cerqueira César, and enrolled with the CNPJ/MF under nr. 00.360.305/0001-04 ("Caixa or Coordinator" and jointly with the Lead Coordinator, Coordinators", pursuant to article 53 of the Instruction of the Securities and Exchange Commission ("CVM") nr 400, of December 29, 2003, as amended ("CVM Instruction 400"), in CVM Instruction 471, of August 8, 2008, as amended ("CVM Instruction 471"), in the covenant concluded between CVM and ANBIMA - Associação Brasileira das Entidades dos Mercados Financeiros e de Capitais ("ANBIMA"), on August 20, 2008, as amended, and in the code of regulation and best practices ANBIMA for Convened Activities under the public distribution of Initially, 35,000 (thirty five thousand) simple debentures, not convertible into shares, of unsecured type to be converted into unsecured type and additional collateral up to two series, the fourth issued by the Company, all nominative and registered with nominal value of R\$ 10,000.00 (ten thousand reais) on the date of issuance ("Offer" or Issuance" and Debentures", respectively), bringing the total value of Initially, R\$ 350,000,000.00 (three hundred and fifty million reais), without considering the Additional Debentures and the Supplemental Debentures to be issued, come the public to communicate that some of the terms and conditions of the offer have changed , according to the provisions below:

**1. ADDITIONAL COORDINATOR FOR THE OFFER**

The Company, jointly with the Lead Coordinator, decided to include an additional financial institution that will act together with BTG Pactual to conduct the Offer. Therefore, as of this date, Caixa becomes part of the consortium of financial institutions responsible for the Offer, and may be contacted by investors who are interested in subscribing to the Debentures.

## 2. CHANGES IN THE SCHEDULE OF THE STAGES OF THE OFFER

Additionally, the Schedule of the Offer has changed, that will be the as follows, as can be checked in the section "Schedule of the Stages of the Offer" of the Preliminary Prospectus:

Nr.	Event	Date of the Event/Expected date <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>
1.	Registration of the application with ANBIMA for prior analysis of the Offer by means of the simplified procedure provided for in CVM Instruction 471 Publication of Relevant Fact, communicating the application for prior analysis of the Offer	01/06/2012
2.	RCA approving the Offer	24/08/2012
3.	Publication of the Notice to the Market Availability of the Preliminary Prospectus to investors Beginning of the Roadshow Presentations	29/08/2012
4.	Closure of the Roadshow Presentations	13/09/2012
5.	Bookbuilding Procedure	10/10/2012
6.	Procurement of the Registration of the Offer with CVM	15/10/2012
7.	Publication of the Notice of Start Availability of the Final Prospectus Commencement of the Offer	17/10/2012
8.	Subscription and payment of the Debentures of the First Series	23/10/2012
9.	Subscription and payment of the Debentures of the Second Series	24/10/2012
10.	Publication of the Notice of Closure of the Offer	26/10/2012

<sup>(1)</sup> Dates predicted for future events are merely indicative and are subject to changes, delays, and anticipations without notice at the discretion of the Issuer and the Coordinators.

<sup>(2)</sup> If changes occur in the circumstances, suspension, extension, revocation or modification of the Offer, such Schedule may be changed. For information about the procedures applicable to incidental cancellation, suspension, revocation or modification of the Offer, as well as to the procedures applicable to incidental return and refund to investors in connection therewith, see section "Information Regarding the Offer - Conditions of the Distribution Agreement - Cancellation, Suspension, Revocation or Amendments to the Terms and Conditions of the Offer" of the Preliminary Prospectus.

<sup>(3)</sup> For information about the subscription price and manner of payment of the debentures, see section "Information Regarding the Offer – Information Regarding the Offer – Subscription Price" of the Preliminary Prospectus.

<sup>(4)</sup> for information about the term of distribution to the public, see section "Information Regarding the Offer" of the Preliminary Prospectus. For more information about the subsequent sale of the Debentures acquired by the Coordinators as a result of Firm Guarantee, see section "Information Regarding the Offer" of the Preliminary Prospectus.

## 3. PRELIMINARY PROSPECTUS

The Preliminary Prospectus is available at the following addresses and *internet* pages:

### ISSUER

Rua Olímpíadas, nº 205, 14º andar, conjunto 1403, São Paulo – SP

Electronic address: <http://www.triunfo.com/ri> - at this *website* click on "Informações Financeiras" in the menu at the top of the page, then click on "Documentos Entregues à CVM", then click on "Prospecto de Distribuição Pública" and then clicking on "Prospecto 4a. Emissão".

### **LEAD COORDINATOR**

Avenida Brigadeiro Faria Lima, nº 3.729, 9º andares, São Paulo – SP

Electronic address: <https://www.btgpactual.com/home/InvestmentBank.aspx> - in this *website* click on "Mercado de Capitais" on the left menu, then click on "2012" in the menu on the right, and then on "Prospecto Preliminar" just below "Distribuição Pública de Debentures da Quarta Emissão da TPI-Triunfo Participacoes e Investimentos S.A."

### **COORDINATOR**

Avenida Paulista, nº 2.300, 12º andar, Cerqueira Cesar, São Paulo –SP

Electronic address: <http://www1.caixa.gov.br/download/index.asp> - on this page click on "Mercado de Capitais - Ofertas em Andamento", and then on the item "TPI - Triunfo Participacoes e Investimentos S.A. - Prospecto Preliminar da Quarta Emissão Pública de Debentures".

### **CVM**

<http://www.cvm.gov.br> - in this *website* select the subitem "ITR, DFP, IAN, IPE, FC, FR e outras Informações". In the link, type "TPI – Triunfo Participações e Investimentos S.A." and click on "Continuar". Then, click on "TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A." and select "Propecto de Distribuição Pública." Access *download* with the latest date.

### **BM & FBOVESPA**

[www.bmfbovespa.com.br](http://www.bmfbovespa.com.br) - on this page, select "Empresas Listadas" at the top right of the page, type "TPI" in the field "Nome da Empresa" and click on "buscar"; click on "TPI-TRIUNFO PARTICIP. E INVEST. S.A.", then click on "Informações Relevantes", then click on "Prospecto Distribuição Pública", then click on "Prospecto da 4a. Emissão de Debêntures da Companhia".

### **ANBIMA**

<http://cop.anbima.com.br/webpublic/OfferList.aspx>. In the left bar of the screen that opens, click on the item "Acompanhar Análise de Ofertas". Then, click on the option "Acompanhar Análise de Ofertas" and then access the protocol "12/2012"- "TPI-Triunfo Participacoes e Investimentos S.A." Click on the link regarding the last Preliminary Prospectus available.

### **CETIP**

[www.cetip.com.br](http://www.cetip.com.br) - on this *website*, access "Comunicados e Documentos" and then click on "Prospectos". Then, select "Prospectos de Debêntures" in the field "Categoria de Documento", type "TPI-Triunfo Participacoes e Investimentos S.A." in the field "Busca (Título/Número/Código/Arquivo)", and in the field "Ano", select "2012". In the *link*, select the prospecto of TPI-Triunfo Participacoes e Investimentos S.A.

## **4. ADDITIONAL INFORMATION**

Investors may subscribe to the Debentures with the Coordinators, at the addresses listed above.

The debenture holders may obtain clarification on the Debentures with the Debenture Holder Service, which will operate at the headquarters of Issuer.

Investors who wish to obtain more information about the Offer and the Debentures shall go to the address of the Coordinators listed above, or to the headquarters of the Issuer or should access the electronic addresses of the CVM, CETIP, BM&FBOVESPA, as indicated below:

### **Comissão de Valores Mobiliários – CVM**

Electronic address: [www.cvm.gov.br](http://www.cvm.gov.br)

**CETIP S.A. – Mercados Organizados**

Electronic address: [www.cetip.com.br](http://www.cetip.com.br)

**BM&FBOVESPA – Bolsa de Valores, Mercadorias e Futuros**

Electronic address: [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)

The information included in the Preliminary Prospectus will be object of analysis by the CVM, which has not yet manifested about it. The Final Prospectus will be available to investors at the addresses listed in item 3 above, as of the date of publication of the Notice of Start, which will depend on the grant of registration of the Offer by the CVM.

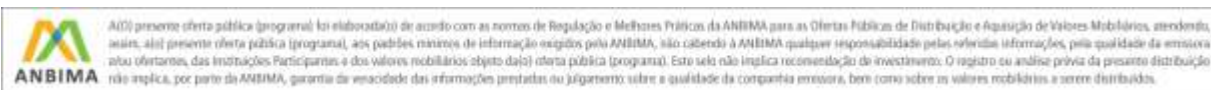
"THE REGISTRATION OF THIS DISTRIBUTION DOES NOT IMPLY ON THE PART OF CVM, GUARANTEE OF VERACITY OF THE INFORMATION PROVIDED OR JUDGMENT ABOUT THE QUALITY OF THE ISSUING COMPANY, AS WELL AS OF THE DEBENTURES TO BE DISTRIBUTED."

The information related with the Company, the Debentures and the Offer are detailed in the Preliminary Prospectus and in the Reference Form.

Further information about the Offer can be obtained with the Coordinators or CVM at the addresses listed above.

The Final Prospectus will be made available to investors at the places listed above.

**READ THE PROSPECTUS AND THE ISSUER'S REFERENCE FORM BEFORE ACCEPTING THE OFFER, IN PARTICULAR THE SECTIONS OF RISK FACTORS.**



**Lead Coordinator**



**Coordinator**

