

PETROBRAS - PETROLEO BRASILEIRO SA
Form 6-K
November 22, 2017

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

FORM 6-K

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

For the month of November, 2017

PETRÓLEO BRASILEIRO S.A. – PETROBRAS

(Translation of registrant's name into English)

Avenida República do Chile, 65
20031-912 - Rio de Janeiro, RJ
Federative Republic of Brazil

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

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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Public offering of Petrobras Distribuidora (BR) Shares

Rio de Janeiro, November 22, 2017 - Petróleo Brasileiro S.A. - Petrobras, further to the Material Facts disclosed on 09/28/2017 and 10/16/2017, reports that it filed with the Securities and Exchange Commission of Brazil ("CVM") documents related to the secondary public offering of common shares issued by BR ("Offer"), in compliance with CVM's requirements.

The company also reports that it disclosed, on this date, the notice to the market and the preliminary prospectus regarding the Offer, to be held in Brazil, in the non-organized over-the-counter market, pursuant to CVM Instruction no. 400/2003 ("CVM Instruction 400") and other applicable legal provisions, to be coordinated by financial institutions that are members of the securities distribution system, including international placement efforts.

The selling price of the shares, as it will be agreed upon the pricing date of the offer, will be determined after the assessment of the outcome of the procedure that gathers investment intentions with institutional investors, to be held in Brazil and abroad, pursuant to the provisions set forth in article 44 of CVM Instruction 400 (bookbuilding).

Petrobras clarifies that such Offer is subject to the granting of registrations by the CVM and to market conditions.

This Material Fact is exclusively informative, pursuant to the legislation in force, and should not be construed as a notice of offer of shares. No record of the Offer or shares shall be made at any agency or of capital markets regulator in any other country, except in Brazil, with CVM.

The shares offered were not, and will not be, registered under the terms of the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without due register or an applicable registration exemption.

Facts deemed relevant will be timely disclosed to the market.

www.petrobras.com.br/ir

Contacts:

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FORWARD-LOOKING STATEMENTS

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are subject to risks and uncertainties. The forward-looking statements, which address the Company's expected business and financial performance, among other matters, contain words such as "believe," "expect," "estimate," "anticipate," "optimistic," "intend," "plan," "aim," "will," "may," "should," "could," "would," "likely," and similar expressions. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. There is no assurance that the expected events, trends or results will actually occur. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

The Company's actual results could differ materially from those expressed or forecast in any forward-looking statements as a result of a variety of

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assumptions and factors. These factors include, but are not limited to, the following: (i) failure to comply with laws or regulations, including fraudulent activity, corruption, and bribery; (ii) the outcome of ongoing corruption investigations and any new facts or information that may arise in relation to the "Lava Jato Operation"; (iii) the effectiveness of the Company's risk management policies and procedures, including operational risk; and (iv) litigation, such as class actions or proceedings brought by governmental and regulatory agencies. A description of other factors can be found in the Company's Annual Report on Form 20-F for the year ended December 31, 2016, and the Company's other filings with the U.S. Securities and Exchange Commission.

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.

PETRÓLEO BRASILEIRO S.A. – PETROBRAS

Date: November 22, 2017

By: /s/ Ivan de Souza Monteiro

Name: Ivan de Souza Monteiro

Title: Chief Financial Officer and Investor Relations Officer
