

COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO-SABESP

Form 6-K

June 25, 2009

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 June 25, 2009**

**(Commission File No. 1-31317)**

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**  
*(Exact name of registrant as specified in its charter)*

**Basic Sanitation Company of the State of Sao Paulo - SABESP**  
*(Translation of Registrant's name into English)*

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**Rua Costa Carvalho, 300  
São Paulo, S.P., 05429-900  
Federative Republic of Brazil**  
*(Address of Registrant's principal executive offices)*

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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).

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, indicated below the file number assigned to the  
registrant in connection with Rule 12g3-2(b):

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**COMPANHIA DE SANEAMENTO BÁSICO DO ESTADO DE SÃO PAULO SABESP**

**PUBLICLY-HELD COMPANY  
CORPORATE TAXPAYER S ID (CNPJ) NO. 43.776.517/0001-80**

**MATERIAL FACT**

Companhia de Saneamento Básico do Estado de São Paulo Sabesp ( SABESP or Company ), pursuant to the provisions of Instruction 358, of January 3, 2002, of the Brazilian Securities and Exchange Commission ( CVM ), as amended, hereby informs its shareholders and the market in general that SABESP s Board of Directors, at a meeting held on May 14, 2009, approved the third issue of Promissory notes of the Company, for public distribution, on a firm commitment and restricted efforts placement basis, pursuant to CVM Instruction 476, of January 16, 2009 ( CVM Instruction 476 ), in the total amount of six hundred million reais (R\$600,000,000.00) ( Promissory Notes and Offer ).

The structuring and distribution process is being conducted through a pool of financial institutions, under the leadership of BB Banco de Investimento S.A. ( BB-BI or Lead Coordinator ), also having as coordinators Caixa Econômica Federal ( Caixa ), HSBC Corretora de Títulos e Valores Mobiliários S.A. ( HSBC ) and Banco Votorantim S.A. ( Votorantim and, jointly with the Lead Coordinator, Caixa and HSBC, Coordinators ). The Offer shall exclusively target qualified investors and be presented to the maximum of fifty (50) qualified investors; however, the Promissory Notes may only be subscribed by, at the most, twenty (20) qualified investors, as set forth in Article 3 of CVM Instruction 476.

The Promissory Notes maturity term shall be one hundred and eighty (180) days, as of its issuance date. The funds raised by the Company through the Promissory notes shall be allocated for the payment of financial obligations due in 2009.

The Promissory Notes shall be redeemed and paid with funds to be raised by the Company through the public issuance of Debentures to be made by it, and the structuring and distribution process shall be conducted by the Coordinators on a firm commitment basis.

São Paulo, May 19, 2009.

Rui de Britto Álvares Affonso  
Chief Financial Officer and Investor Relations Officer

**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, in the city São Paulo, Brazil.

Date: June 25, 2009

**Companhia de Saneamento Básico do Estado de São Paulo -  
SABESP**

By:                             /S/ Rui de Britto Álvares  
   Affonso

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Name: Rui de Britto Álvares  
Affonso  
Title: Chief Financial Officer and  
Investor Relations Officer

**FORWARD-LOOKING STATEMENTS**

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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