

SADIA S.A.  
Form 6-K  
July 10, 2009

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## FORM 6-K

# U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549  
REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of July 2009

Commission File Number 1-15184

## SADIA S.A.

(Exact Name as Specified in its Charter)

N/A

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(Translation of Registrant's Name)

Rua Fortunato Ferraz, 659  
Vila Anastacio, Sao Paulo, SP  
05093-901 Brazil  
(Address of principal executive offices) (Zip code)

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 by furnishing the information contained in this Form, the registrant 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): Not applicable.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused the Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 10, 2009

**SADIA S.A.**

By: /s/ José Luís Magalhães Salazar

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Name: José Luís Magalhães Salazar

Title: Investor Relations Officer

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**BRF - BRASIL FOODS  
S.A.**

Public Company

CNPJ n°  
01.838.723/0001-27

Rua Jorge Tzachel, 475  
Itajaí - SC

**SADIA S.A.**

Public Company

CNPJ n°20.730.099/0001-94

Rua Senador Atílio Fontana, 86

Concórdia SC

**MATERIAL FACT**

***PERDIGÃO AND SADIA SIGN AN APRO AGREEMENT WITH CADE***

The Administrative Council for Economic Defense (the Brazilian anti-trust authority) CADE, signed July 7, a Transaction Reversibility Preservation Agreement (APRO) with Perdigão and Sadia in respect of the Association Agreement between the two companies.

This Agreement follows negotiations between the companies and CADE, the purpose being to ensure the reversibility of the Association Agreement until a final ruling from the anti-trust authority. The APRO provides for measures to preserve continued competition between the companies while the effects of a future merger are still being examined.

The Agreement does not prevent the business condition, it is only intended to ensure that certain actions will not become effective until a final decision is made by this authority.

São Paulo, July 09, 2009.

**Leopoldo Viriato Saboya**

Chief Financial Officer and Investor Relations  
Officer

**José Luís Magalhães Salazar**

Chief Financial Officer and Investor Relations  
Officer

**BRF - Brasil Foods S.A**

**SADIA S.A.**



***Important Notice***

***This business combination involves the securities of a Brazilian company. The business combination is subject to disclosure requirements of Brazil that are different from those of the United States.***

***It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws, since the issuer is located in Brazil, and some or all of its officers and directors may be residents of Brazil. You may not be able to sue a Brazilian company or its officers or directors in a Brazilian court for violations of the U.S. securities laws. It may be difficult to compel a Brazilian company and its affiliates to subject themselves to a U.S. court's judgment.***

***You should be aware that the issuer may purchase securities otherwise than under the exchange offer, such as in open market or privately negotiated purchases.***

***This communication is not an offering document and does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval.***

***Investors in American Depositary Shares ( ADSs ) of Sadia S.A. ( Sadia ) and U.S. holders of preferred shares of Sadia are urged to read the U.S. informational document regarding the association between Sadia and Perdigão S.A. ( Perdigão and, together with Sadia, the Companies ), when it becomes available, because it will contain important information.***

***U.S. holders of common shares of Sadia are urged to read any informational document or other materials prepared by Perdigão for common shareholders of Sadia regarding the association because they will contain important information. Perdigão expects to submit copies of these documents to the U.S. Securities and Exchange Commission ( SEC ) when they are available, and investors and security holders may obtain free copies of these documents and other documents filed by the Companies with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). A copy of any informational documents prepared for holders of ADRs or U.S. holders of common or preferred shares of Sadia (when available) may also be obtained for free from Perdigão.***

*This communication contains forward-looking statements. These statements are statements that are not historical facts and are based on the current view and estimates of management of the Companies 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 Companies, are intended to identify forward-looking statements.*

*Statements regarding the structure and timing of any association between the Companies, business strategies, future synergies, future costs and future liquidity of the Companies, and pro forma results of operations and financial condition of the Companies are examples of forward-looking statements.*

*Such statements reflect the current views of management and are subject to a number of risks and uncertainties, including economic and market conditions in Brazil and globally, conditions in the industry of the Companies, any regulatory actions relating to the association, the ability of the Companies to achieve projected synergies and the risk factors outlined by each of the Companies in their filings with the SEC and the Brazilian Comissão de Valores Mobiliários (CVM). There is no guarantee that the expected events, trends or results will actually occur.*

*Any changes in the assumptions and factors on which these forward-looking statements are based could cause actual results to differ materially from current expectations.*