

Gafisa S.A.  
Form 6-K  
February 27, 2014

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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 the month of February, 2014**

**(Commission File No. 001-33356),**

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**Gafisa S.A.**

*(Translation of Registrant's name into English)*

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**Av. Nações Unidas No. 8501, 19th floor**  
**São Paulo, SP, 05425-070**  
**Federative Republic of Brazil**  
*(Address of principal executive office)*

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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)

Yes  No

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):

Yes  No

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:

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Yes \_\_\_\_\_ No \_\_\_X\_\_\_

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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**GAFISA S.A.**

CNPJ/MF No. 01.545.826/0001-07

NIRE 35.300.147.952

**Publicly-Held Company**

**CONSTRUTORA TENDA S.A.**

CNPJ/MF No. 71.476.527/0001-75

NIRE 35.300.348.206

**Publicly-Held Company**

**MATERIAL FACT**

**GAFISA S.A.** (Bovespa, GFSA3) ("Gafisa") and **CONSTRUTORA TENDA S.A.** (Bovespa, TEND3) ("Tenda") hereby disclose to its shareholders and the market that, in accordance to the meeting held today, the Board of Directors of Tenda approved the closing of Tenda's repurchase of shares program as approved on December 9, 2013. During the course of this program, Tenda purchased 15,500,000 common shares issued by Gafisa, for maintenance in treasury and future disposal.

On this same date, the Board of Directors of Gafisa approved the creation of a repurchase of shares program, of common shares of its own issuance ("Program"), for maintenance in treasury and future cancellation or disposal. Such approval was in accordance to Article 30, §1<sup>st</sup>, "b", of Law No. 6,404/76, CVM Instruction No. 10/80 ("ICVM 10") and Article 22 (s) of the Bylaws. It will compete to Gafisa's Executive Board to define the opportunity and volume to be purchased.

In accordance to Article 8<sup>th</sup> of ICVM 10, we hereby stipulate the following:

- (i) Such Program has the purpose of purchasing shares of Gafisa, in the Stock Exchange, applying, in an effective manner, the resources available in the Company, with a profitability expectation in medium and long term;
- (ii) The purchase of shares by the Company in the Program has its execution conditioned to the maintenance of Gafisa's Consolidated Net Debt to Equity in a level equal or lower than 60%;
- (iii) The amount of shares to be acquired in the scope of the Program shall not exceed 17,456,434 common shares issued by Gafisa which, together with the 26,099,486 common shares of Gafisa currently in treasury, correspond to 10% of the totality of outstanding common shares issued by the Company;
- (iv) The purchase will be realized upon debt of the account Investment Reserve of Gafisa, which presented sufficient balance as per the financial statements of the fiscal year ended on December 31, 2013;
- (v) The purchase of shares will be for the market value of Gafisa's shares at BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros, and will be intermediated by brokers Itaú Corretora de Valores S.A., Votorantim Corretora de Títulos e Valores Mobiliários S.A. and BTG Pactual Corretora de Títulos e Valores Mobiliários S.A., all with headquarters located in the State Capital of São Paulo; and
- (vi) The Program will be executed within 365 days, counted from the present date, to end on February 25, 2015.

Upon definition of Article 5<sup>th</sup> of ICVM 10 the amount of outstanding shares issued by Gafisa is 435,559,201, equivalent to the total amount of shares issued by Gafisa, observed that Gafisa has no controlling shareholder.

São Paulo, February 26, 2014

**Gafisa S.A.**

André Bergstein

Investor Relations Officer

**Construtora Tenda S.A.**

Rodrigo Osmo

Investor Relations Officer

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**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.

Date: February 26, 2014

**Gafisa S.A.**

By:

/s/ Alceu Duílio Calciolari

Name: Alceu Duílio Calciolari  
Title: Chief Executive Officer

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