

BANK BRADESCO
Form 6-K
February 11, 2016

**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 February, 2016
Commission File Number 1-15250**

BANCO BRADESCO S.A.
(Exact name of registrant as specified in its charter)

BANK BRADESCO
(Translation of Registrant's name into English)

**Cidade de Deus, s/n, Vila Yara
06029-900 - Osasco - SP
Federative Republic of Brazil**
(Address of principal executive office)

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 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



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Message of the Board of Directors' Chairman and of the Chief Executive Officer

Cidade de Deus, Osasco, SP, February 3, 2016.

Dear shareholders,

Once more we are pleased to invite you to participate in the Special and Annual Shareholders' Meetings to be cumulatively held on March 10, 2016, at 4 p.m., in our headquarters, in Núcleo Cidade de Deus, Prédio Vermelho, Salão Nobre do 5o andar, Vila Yara, Osasco, São Paulo.

Not by chance, also again, this important event will be held on the same date Bradesco will complete 73-year existence.

The choice of this date, besides being so meaningful for the Bradesco Organization, consolidates our pioneering spirit in the Annual Shareholders' Meeting Calendar in the national market, which demanded increased engagement to study all the changes recently observed in the legislation in force, examining and tailoring a large volume of information that we are making available, with trust, in this Manual, in which you will find the necessary guidelines for the evaluation of the matters and in the decision-making process in the mentioned Shareholders' Meetings.

We believe that these next 36 days that separate us from the date of our Shareholders' Meetings are sufficient for an adequate evaluation of the matters that will be submitted to you.

Certain to continue relying on the trust that you have in us and, especially, in the Bradesco Organization, we remain at your disposal for any clarifications you deem necessary.

Sincerely,

Lázaro de Mello Brandão

Chairman of the Board of
Directors

Luiz Carlos Trabuco Cappi
Chief Executive Officer and
Vice Chairman of the Board of Directors

Information on the Shareholders' Meetings

According to Article 132 of Law No. 6,404/76, Corporations should hold their Annual Shareholders' Meeting in 4 (four) months following the end of the fiscal year, in order to deal with the following matters:

- I. to analyze the management accounts, examine, discuss and vote on the financial statements;
- II. to resolve on the allocation of the net income for the year and the distribution of dividends; and
- III. to elect the management and the fiscal council's members.

Other matters that are interesting to the Company, when provided by law, bylaws or listed in the Call Notice, will be discussed and resolved at the Special Shareholders' Meeting.

According to the Sole Paragraph of Article 131 of Law No. 6,404/76, the Special and Annual Shareholders' Meetings may be cumulatively called and held at the same place, date and time, as well as drawn up in single minutes.

Using that power, we are convening cumulative Shareholders' Meetings general to be held on March 10, 2016, at 4:00 p.m., whose Call Notice, contained in this Manual, lists, segregated and expressly, on the agenda, all matters to be discussed in the respective Shareholders' Meetings, and no other matter pending approval by the shareholders' meeting shall be included.

The documents mentioned in Article 133 of Law No. 6,404/76, related to the fiscal year ended on December 31, 2015, were made available to national and foreign investors (BM&FBOVESPA, CVM, SEC, NYSE and LATIBEX) on January 28, 2016 and can also be visualized on BM&FBOVESPA (www.bmfbovespa.com.br) and CVM (www.cvm.gov.br) websites, as well as in Bradesco's website (www.bradesco.com.br/ri). On February 5, 2016, they shall be published in the newspapers "Diário Oficial do Estado de São Paulo" and "Valor Econômico".

These documents are:

- I. Management Report on the business and main administrative facts of the fiscal year ended;
- II. Financial Statements;
- III. Independent Auditors' Report;
- IV. Fiscal Council's Opinion; and
- V. Summary of the Audit Committee's Report.

All the other documents referring to the Shareholders' Meetings are part of this Manual and are at the disposal of the shareholders at the Shares and Custody Department of Bradesco, in Núcleo Cidade de Deus, Prédio Amarelo, Vila Yara, Osasco, São Paulo, which may also be viewed on Bradesco, BM&FBOVESPA and CVM websites.

Quorum

Pursuant to Article 125 of Law No. 6,404/76, save the exceptions provided for by law, the Shareholders' Meeting will be installed, on first call, with the attendance of shareholders representing at least $\frac{1}{4}$ (one quarter) of the voting capital stock and, on second call, it shall be installed with any number of shareholders.

The Special Shareholders' Meeting resolving on the amendment to the Bylaws, pursuant to Article 135 of Law No. 6,404/76, will be instated on first call with the attendance of shareholders representing at least

2/3 (two thirds) of the voting capital stock, and it may be installed with any number of shareholders on second call.

Resolutions Quorum

According to Article 129 of Law No. 6,404/76, the resolutions shall be taken by the absolute majority of votes, not computing the blank votes.

Exercise of Voting Right

Common Shareholders

Pursuant the Brazilian legislation and Bradesco's Bylaws, common shareholders shall be entitled to vote on all matters listed in the Agenda.

Preferred shareholders and non-controlling common shareholder

In relation to the election of members to compose the Board of Directors and the Fiscal Council, Law No.6,404/76 -items 3 and 4 of the Annual Shareholders' Meeting Agenda - establishes the possibility of preferred shareholders and non-controlling common shareholders elect their candidates, as follows:

- Board of Directors (item 3 of the Annual Shareholders' Meeting Agenda)

Pursuant to the provisions of Article 141 of Law No. 6,404/76, will be entitled to elect and dismiss a Board of Director's member, in a separate voting process, except the controlling shareholder, the majority of holders:

I. of common shares that represent, at least, 15% (fifteen percent) of the total of common shares;

- II. of preferred shares that represent, at least, 10% (ten percent) of the capital stock; and
- III. verifying that neither the holders of common nor the holders of preferred shares comprise the quantity required in the items above, they will be entitled to combine their shares to elect jointly a member for the Board of Directors, taking into consideration the quorum of 10% (ten percent) of the capital stock.

Only shareholders that prove the uninterrupted ownership of shares required during the period of at least 3 (three) months immediately preceding the Shareholders' Meeting will be entitled to elect or dismiss Board of Director's members by means of separate voting process.

In case the adoption of the multiple voting system that meets the legal requirements and regulations (*caput* and Paragraph 1 of Article 141 of Law No. 6,404/1976, and CVM Instruction No. 165/1991) is required, the number of members may be increased by resolution of the shareholders during the Annual Shareholders' Meeting itself, opportunity in which other Board of Directors' members may be elected