

COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO-SABESP

Form 6-K

March 09, 2010

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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 March 09, 2010**

**(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) 43.776.517/0001 -80**

**MATERIAL FACT**

Companhia de Saneamento Básico do Estado de São Paulo - Sabesp ( SABESP ), 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 was filed at the Brazilian Association of Financial and Capital Market Entities (ANBIMA) on February 22, 2010, as set forth by CVM Instruction 471, of August 8, 2008, the request for prior analysis of the registration of the public offering of the 11th Issue of Debentures ("11th Issue" ), in the amount of nine hundred million reais (R\$900,000,000.00), in two series, the first series in the amount of six hundred million reais (R\$600,000,000.00) with a maturity term of five (5) years and the second series in the amount of three hundred million reais (R\$300,000,000.00) with a maturity term of three (3) years.

The structuring process is being conducted through a pool of financial institutions under the leadership of BB Banco de Investimento S.A. ( Lead Coordinator ), in the capacity of Lead Coordinator, also having as coordinators Caixa Econômica Federal, HSBC Corretora de Títulos e Valores Mobiliários S.A. and Banco Votorantim S.A. (jointly with the Lead Coordinator, Caixa and HSBC, Coordinators ). The 11th Issue will be filed at CVM pursuant to CVM Instruction 400, of December 29, 2003, as amended ( CVM Instruction 400 ), and CVM Instruction 480, of December 7, 2009.

In due course, a notice to the market will be published, in accordance with Article 53 of CVM Instruction 400, including information on: (i) the other characteristics of the Offering; (ii) the places for obtaining the Offering prospectus; (iii) the scheduled dates and places for disclosure of the Offering; and (iv) the conditions, procedures and date for the bookbuilding process. The Offering will commence after the respective registration is granted by CVM.

The funds obtained through the 11th Issue will be used for redemption of the 4th Issue of Promissory Notes, in the amount of nine hundred million reais (R\$900,000,000.00), on the issue date.

São Paulo, February 24, 2010.

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

