



Material Fact - JBS USA´s Request for IPO Registration

JBS S.A.
CNPJ nº 02.916.265/0001-60
NIRE 35.300.330.587
Authorized Capital Publicly Held Company

MATERIAL FACT

JBS S.A. (the "Company") announces, pursuant to the Brazilian Securities Commission ("CVM") Instruction No. 358/02, that its subsidiary, JBS USA Holdings, Inc. ("JBS USA"), filed with the Securities and Exchange Commission ("SEC") a registration statement on Form S-1 for the public offering of its common shares (the "International Offering"). JBS USA's common shares are expected to be listed on The New York Stock Exchange - NYSE in the United States of America ("NYSE").

In due course, JBS USA will file with the CVM and the BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros ("BM&FBovespa") an application for the registration of its Brazilian Depositary Receipts Level III ("BDRs"), together with a public offering of its BDRs in Brazil, each BDR representing a certain number of shares of its common stock, as per CVM Instructions No. 331, No. 332 and No. 400, as amended (the "Brazilian Offering" and, together with the International Offering, the "Global Offering").

The Global Offering described above is subject to the authorization of the SEC, CVM and BM&FBovespa, as well as other authorities and is subject to market conditions at the time of the Global Offering.

This notice of material fact does not constitute an offer to sell or the solicitation of an offer to buy any securities nor any other kind of announcement or public notice to investors with respect to the sale of securities. The registration statement filed by JBS USA with the SEC has not yet become effective, and no securities described in that registration statement may be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective.

Additional information in relation to the Global Offering will be announced in due course.

São Paulo, July 22, 2009

Jeremiah O'Callaghan
Investors Relation Director