



Vigor Alimentos S.A.

CNPJ/MF (Taxpayer's Registration Number) 13.324.184/0001-97

NIRE (Company's Registration Number) 35.300.391.047

Publicly Held Company



JBS S.A.

CNPJ/MF (Taxpayer's Registration Number) 02.916.265/0001-60

NIRE (Company's Registration Number) 35.300.330.587

Publicly Held Company

MATERIAL FACT

Granting of Registration of the Voluntary Public Tender Offer of Shares Issued by Vigor Alimentos S.A.

Vigor Alimentos S.A. ("**Vigor**") and JBS S.A. ("**JBS**"), in accordance with Brazilian Federal Law No. 6,404, dated as of December 15th, 1976, as amended, and the Brazilian Securities and Exchange Commission ("**CVM**") Ruling No. 358, dated as of January 3rd, 2002, as amended, hereby inform their shareholders and the market in general that, on December 18th, 2013, CVM granted the registration of the public tender offer for the acquisition by FB Participações S.A., controlling shareholder of Vigor and JBS, of common shares issued by Vigor in exchange for common shares issued by JBS, in accordance with CVM Ruling No. 361, dated as of March 5th, 2002, as amended ("**CVM Ruling 361**" and "**Tender Offer**"), as a result of the approval of the applicable registration exemptions related to the Tender Offer by the CVM's Board of Commissioners at the meeting held on December 17th, 2013.

In view of the above, the Tender Offer notice ("**Offer Notice**") will be published within the term established by CVM Ruling 361, and will set forth all of the terms and conditions of the Tender Offer.

Vigor recommends its shareholders to read the Offer Notice and JBS' Reference Form for the analysis of the Tender Offer. Such documents are available at CVM's and the São Paulo Stock Exchange - BM&FBOVESPA's websites.

Vigor and JBS will keep their shareholders and the market informed on the results of the Tender Offer.

São Paulo, December 19th, 2013.

Mauricio Leonardo Hasson

Investors Relations Officer of Vigor

Jeremiah O'Callaghan

Investors Relations Officer of JBS