



Vigor Alimentos S.A.

Corporate Taxpayer's ID
(CNPJ/MF): 13.324.184/0001-97

Company Registry (NIRE):
35.300.391.047

Publicly-Held Company

JBS S.A.

Corporate Taxpayer's ID
(CNPJ/MF): 02.916.265/0001-60

Company Registry (NIRE):
35.300.330.587

Publicly-Held Company

MATERIAL FACT

Result of the Voluntary Public Tender Offer for the Acquisition of Common Shares Issued by Vigor Alimentos S.A.

Vigor Alimentos S.A. ("Vigor") and JBS S.A. ("JBS"), pursuant to Law 6404 of December 15, 1976, as amended, and Instruction 358 of January 3, 2002 issued by the Brazilian Securities and Exchange Commission ("CVM"), and complementing the Material Facts published on July 24, August 23 and December 19, 2013, hereby inform their shareholders and the market in general of the conclusion of the public tender offer for the acquisition, by FB Participações S.A. ("FB Participações"), the controlling shareholder of Vigor and JBS, of common shares issued by Vigor through a swap for JBS shares, in accordance with CVM Instruction 361 of March 5, 2002, as amended ("PTO") and the terms of the PTO published on December 20, 2013.

As a result of the PTO, whose auction was held on January 21, 2014 ("Auction Date"), FB Participações acquired fifty million, nine hundred and seventeen thousand, three hundred and twenty-two (50,917,322) common shares issued by Vigor, representing 34.01% of Vigor's capital stock, and now held one hundred and seventeen million, seven hundred and twenty-four thousand, four hundred and seventy-two (117,724,472) common shares issued by Vigor, representing 78.63% of Vigor's capital stock. The shares were acquired through a swap for fifty million, nine hundred and seventeen thousand, three hundred and twenty-two (50,917,322) common shares issued by JBS, at R\$8.20 per share, plus R\$0.01146 per Vigor share, equivalent to the difference between the dividends paid by JBS and by Vigor between June 21, 2012 and the Auction Date, the total transaction amount being four hundred and eighteen million, one hundred and five thousand, five hundred and fifty-two reais and sixty-two centavos (R\$418,105,552.62).

São Paulo, January 24, 2014

Mauricio Leonardo Hasson

Investor Relations Officer - Vigor

Jeremiah O'Callaghan

Investor Relations Officer - JBS