

ARACRUZ CELLULOSE S A
Form 6-K
May 15, 2009

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
of the
Securities Exchange Act of 1934

For the month of
May 2009

Aracruz Celulose S.A.

Aracruz Cellulose S.A.

(Translation of Registrant's name into English)

Av. Brigadeiro Faria Lima, 2,277 4th floor
São Paulo, SP 01452-000, Brazil
(Address of principal executive office)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) 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))

(Check One) Yes ☐ No ☐

(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))

(Check One) Yes ☐ No ☐

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes ☐ No ☐

(If ☐ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82-.)

VOTORANTIM CELULOSE E PAPEL S.A.
Publicly Held Company

ARACRUZ CELULOSE S.A.
Publicly Held Company

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CNPJ/MF 60.643.228/0001-21
NIRE 35.300.022.807

CNPJ/MF 42.157.511/0001-61
NIRE 32.300.025.897

MATERIAL EVENT NOTICE

(a free translation from the document in Portuguese filed with the Comissão de Valores Mobiliários (CVM), the Brazilian Securities and Exchange Commission)

In compliance with CVM Instruction 358/02 and in the context of the corporate restructuring of VOTORANTIM CELULOSE E PAPEL S.A. (VCP) announced in the material event notice of January 20, 2009, and given the considerations set forth in item 4 of such material event notice, management of VCP and ARACRUZ CELULOSE S.A. ("Aracruz") hereby announce that Special Shareholders' Meetings (*Assembleia Geral Extraordinária*) for each of the companies have been called, so that common shareholders of VCP may vote on the conversion of VCP preferred shares into VCP common shares, and common shareholders of Aracruz may vote on the conversion of Aracruz Class A preferred shares and Class B preferred shares into Aracruz common shares.

Management of VCP and Aracruz further inform that, in compliance with Law 6,404/76, Special Meetings of Preferred Shareholders (*Assembleia Especial de Titulares de Ações Preferenciais*) for each of the companies have also been called, so that preferred shareholders of VCP may vote on the conversion of VCP preferred shares into VCP common shares, and preferred shareholders of Aracruz may vote on the conversion of Aracruz Class A preferred shares and Class B preferred shares into Aracruz common shares.

The ratio of conversion of VCP preferred shares into VCP common shares and of Aracruz preferred shares into Aracruz common shares will be, in each case, one preferred share for 0.91 common share of each company, respectively.

In addition, if the conversion of Aracruz preferred shares into Aracruz common shares is approved, the newly-issued Aracruz common shares will not be eligible for the VCP mandatory change of control tender offer for shares of Aracruz common stock announced in the material event notice dated March 31, 2009 that is currently being reviewed by the CVM.

São Paulo, May 15, 2009

Aracruz, May 15, 2009

Votorantim Celulose e Papel S.A.
Paulo Prignolato

Aracruz Celulose S.A.
Marcos Grodetzky

Investor Relations Officer

Investor Relations Officer

The common shares of VCP and Aracruz that may be distributed to the holders of preferred shares (including preferred shares in the form of ADRs) of both companies in connection with the conversions referred to in this notice have not been registered with the Securities and Exchange Commission. The conversions referred to in this notice are being conducted pursuant to exemptions from registration provided under the U.S. Securities Act of 1933, as amended.

Any other transactions involving offers of securities or offers to buy securities referred to in this notice may not, and will not, be carried out in the United States absent registration or an exemption from registration.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 15, 2009

ARACRUZ CELULOSE S.A.

By: /s/ Marcos Grodetzky

Name: Marcos Grodetzky

Title: Investor Relations Officer
