

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION
100 F Street, N.E.
Washington, D.C. 20549,

Plaintiff,

vs.

ALEXANDRE PONZIO DE AZEVEDO,

Defendant.

C.A. No.1:07CV00380

COMPLAINT

Plaintiff Securities and Exchange Commission (the “Commission”) alleges that:

NATURE OF THE ACTION

1. On June 20, 2006, Alexandre Ponzio De Azevedo engaged in insider trading by purchasing 14,000 American Depositary Shares (“ADSs”) of Perdigão S.A. (“Perdigão”) on the basis of material, nonpublic information that Sadia S.A. (“Sadia”) was planning to launch a tender offer for Perdigão. In so doing, Azevedo misappropriated this information, which had been entrusted to him in confidence through his employment with Banco ABN AMRO Real S.A. (“ABN AMRO”), which was in negotiations to provide financing to Sadia to cover the cost of the tender offer.

2. On Sunday, July 16, 2006, Sadia announced the tender offer for Perdigão. On Monday, July 17, 2006, Perdigão ADSs opened at \$23.12 and closed at \$24.50, up \$4.25 (21%) from the closing price the previous Friday. That afternoon, Azevedo sold

10,500 Perdigão ADSs. On Friday, July 21, 2006, Sadia withdrew the tender offer for Perdigão.

3. By trading in Perdigão ADSs on the basis of material, nonpublic information, Azevedo realized ill-gotten profits of \$52,290.00 on the 10,500 ADSs he sold on July 17, 2006, and his imputed profit on the remaining 3,500 ADSs was \$14,875.00.

4. By engaging in such conduct, defendant violated Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. §§ 78j(b), 78n(e)] and Exchange Act Rules 10b-5 and 14e-3 thereunder [17 C.F.R. §§ 240.10b-5, 240.14e-3].

5. Unless restrained and enjoined by this Court, defendant will continue to engage in transactions, acts and practices that violate these provisions of the federal securities laws. The Commission seeks permanent injunctions against future violations and other relief requested in this Complaint.

JURISDICTION

6. This Court has jurisdiction over this action pursuant to Sections 21(d)(1), 21(e), and 27 of the Exchange Act [15 U.S.C. §§ 78u(d)(1), (e), and 78aa].

7. In connection with the transactions, acts, and practices described in this Complaint, defendant, directly or indirectly, used the means or instrumentalities of interstate commerce, the mails, or the facilities of a national securities exchange.

DEFENDANT

8. Alexandre Ponzio De Azevedo, age 33, a resident of São Paulo, Brazil, was an investment banker employed by ABN AMRO and was assigned in that capacity to work on Sadia's tender offer for Perdigão.

OTHER RELEVANT ENTITIES

9. Perdigão S.A. is a Brazilian corporation headquartered in São Paulo that produces processed foods, including meat products and frozen foods. ADSs representing shares of Perdigão are registered with the Commission under Exchange Act Section 12(b) and are listed on the New York Stock Exchange ("NYSE") under the ticker symbol "PDA."

10. Sadia S.A. is a Brazilian corporation headquartered in São Paulo that produces refrigerated and frozen protein products, including processed poultry and pork. ADSs representing shares of Sadia are registered with the Commission under Exchange Act Section 12(b) and are listed on the NYSE under the ticker symbol "SDA."

FACTS

11. On March 1, 2006, ABN AMRO began to study the potential for corporate transactions involving Perdigão, in light of recent changes to Perdigão's capital structure.

12. On April 7, 2006, representatives of ABN AMRO met with executives from Sadia and told them that, in light of Perdigão's recent capital restructuring, ABN AMRO had concluded that Sadia was in a position to attempt a takeover of Perdigão.

13. On April 11, 2006, Azevedo was informed of the possible tender offer by Sadia for Perdigão in his capacity as an employee of ABN AMRO assigned to the tender offer team.

14. On April 20, 2006, representatives of ABN AMRO met with executives from Sadia once again to discuss the possible tender offer.

15. On May 25, 2006, ABN AMRO placed Perdigão on a “watch list” that effectively precluded ABN AMRO employees from trading in securities of Perdigão.

16. On June 20, 2006, Azevedo purchased 14,000 Perdigão ADSs at a price of \$19.25 per Perdigão ADS. Azevedo knew, or was reckless in not knowing, that he purchased his Perdigão ADSs based on material, nonpublic information and in breach of the duty of trust and confidence he owed to his employer, ABN AMRO. Subsequently, he advised ABN AMRO that he had traded in Perdigão ADSs in violation of ABN AMRO’s internal policies.

17. On June 21, ABN AMRO’s parent corporation authorized ABN AMRO to provide financing to Sadia in connection with the proposed tender offer.

18. On Sunday, July 16, 2006, Sadia announced the tender offer for Perdigão. On Monday, July 17, 2006, Perdigão ADSs opened at \$23.12 and closed at \$24.50, up \$4.25 (21%) from the closing price the previous Friday.

19. On the afternoon of Monday, July 17, 2006, between 1:53 p.m. and 3:54 p.m.,¹ Azevedo placed four sell orders through an online account that collectively sold 10,500 Perdigão ADSs for total proceeds of \$254,406.87. His ill-gotten profits on the sales were \$52,290.00.

20. On Friday, July 21, 2006, Sadia withdrew the tender offer for Perdigão.

21. The imputed profits to Azevedo from his remaining 3,500 Perdigão ADSs totaled \$14,875.00.

¹ All times given in this Complaint are in Eastern Daylight Saving Time, which is one hour behind the corresponding time in São Paulo, Brazil.

22. By trading in Perdigão ADSs on the basis of material, nonpublic information, Azevedo realized ill-gotten profits of \$52,290.00 on the 10,500 ADSs he sold on July 17, 2006, and imputed profit on the remaining 3,500 ADSs was \$14,875.00.

FIRST CLAIM

Insider Trading in Connection with Purchase or Sale of a Security

(Exchange Act Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5])

23. The Commission realleges and incorporates by reference the allegations contained in Paragraphs 1 through 22 above.

24. By engaging in the foregoing conduct, Azevedo violated Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

SECOND CLAIM

Insider Trading in Connection with a Tender Offer

(Exchange Act Section 14(e) [15 U.S.C. § 78n(e)] and Exchange Act Rule 14e-3 thereunder [17 C.F.R. § 240.14e-3])

25. The Commission realleges and incorporates by reference the allegations contained in Paragraphs 1 through 22 above.

26. By engaging in the foregoing conduct, Azevedo violated Exchange Act Section 14(e) [15 U.S.C. § 78n(e)] and Exchange Act Rule 14e-3 thereunder [17 C.F.R. § 240.14e-3].

RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that this Court enter a judgment against Azevedo that:

1. enjoins Azevedo from violating Sections 10(b) and 14(e) of the Exchange Act [15 U.S.C. §§ 78j(b), 78n(e)] and Exchange Act Rules 10b-5 and 14e-3 thereunder [17 C.F.R. §§ 240.10b-5, 240.14e-3];
2. orders Azevedo to disgorge all ill-gotten gains, with prejudgment interest;
3. orders Azevedo to pay appropriate civil penalties under Section 21A of the Exchange Act [15 U.S.C. § 78u-1]; and
4. grants such other and further relief as this Court may deem just and proper.

Dated: February 21, 2007

Respectfully submitted,

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