

Gafisa S.A.  
Form 6-K  
February 02, 2012

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For the month of February, 2012**

**(Commission File No. 001-33356),**

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**Gafisa S.A.**

*(Translation of Registrant's name into English)*

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**Av. Nações Unidas No. 8501, 19th floor**  
**São Paulo, SP, 05425-070**  
**Federative Republic of Brazil**  
*(Address of principal executive office)*

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

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)

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):

Yes  No

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

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Yes \_\_\_\_\_ No \_\_\_X\_\_\_

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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**GAFISA S.A.**

CNPJ/MF n° 01.545.826/0001-07

NIRE 35.300.147.952

**A Publicly Listed Company**

**MATERIAL INFORMATION RELEASE**

GAFISA S.A. (Bovespa, GFSA3; NYSE, GFA) (“Gafisa” or the “Company”), in accordance with CVM Instruction No. 358 of January 3, 2002, informs its shareholders and the market that the recent movement in its stock price may have been influenced by news reports about a supposed offer to acquire the shares of the Company. Gafisa wishes to clarify that it has no information with regards to any such potential offer. However, Gafisa has received from the investors identified in the article published yesterday on the site Exame.com a preliminary proposal to acquire certain of the Company’s assets, subject to certain requirements; the proposal is being reviewed by management. Gafisa is continuously evaluating new opportunities to develop its business and assets and will keep the market informed with regards to the outcome of management’s review of the proposal received for certain of its assets, in accordance with its by-laws, taking into account the interest of the Company and its shareholders as well as with regards to any future public offer that may be made by any third party.

São Paulo, February 2<sup>nd</sup>, 2012

**Gafisa S.A.**

Alceu Duilio Calciolari

Chief of Executive Officer and Investor Relations Officer

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**SIGNATURE**

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: Febuary 02, 2012

**Gafisa S.A.**

By:

/s/ Alceu Duílio Calciolari

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Name: Alceu Duílio Calciolari

Title: Chief Executive Officer and Investor Relations Officer

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