

SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC/ DE  
Form SC 13G  
February 16, 2010

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**Brazilian Distribution Company**

(Name of Issuer)

**ADR**

(Title of Class of Securities)

**20440T201**

(CUSIP Number)

**12/31/09**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 20440T201

1. Names of Reporting Persons  
Schroder Investment Management North America Ltd.

IRS ID not applicable

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o

(b)  x

3. SEC Use Only

4. Citizenship or Place of Organization

England

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
1,722,611

6. Shared Voting Power  
0

7. Sole Dispositive Power  
1,722,611

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,722,611

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11. Percent of Class Represented by Amount in Row (9)  
2.395%

12. Type of Reporting Person (See Instructions)  
IA

CUSIP No. 20440T201

1. Names of Reporting Persons  
Schroder Investment Management Ltd.

IRS ID not applicable

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  x

3. SEC Use Only

4. Citizenship or Place of Organization  
England

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5.	Sole Voting Power 3,069,220
6.	Shared Voting Power 0
7.	Sole Dispositive Power 3,069,220
8.	Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,069,220

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11. Percent of Class Represented by Amount in Row (9)  
4.266%

12. Type of Reporting Person (See Instructions)  
OO

**Item 1.**

- (a) Name of Issuer  
Brazilian Distribution Company
- (b) Address of Issuer's Principal Executive Offices  
Av. Brigadeiro Luiz Antonio, 3126 Sao Paulo, SP 01402-901 Brazil

**Item 2.**

- (a) Name of Person Filing  
Schroder Investment Management North America Ltd..
- (b) Address of Principal Business Office or, if none, Residence  
31 Gresham Street, 1st Floor, London EC2V 7QA, United Kingdom (Schroder Investment North America Ltd and Schroder Investment Management Ltd.).
- (c) Citizenship  
England (Schroder Investment North America Ltd and Schroder Investment Management Ltd.) ;
- (d) Title of Class of Securities  
ADR
- (e) CUSIP Number  
20440T201

**Item 3.**

**If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- \* (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

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\* Schroder Investment Management North America Ltd. only.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
  
4,791,831
- (b) Percent of class:  
  
6.661%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
  - (ii) 4,791,831  
Shared power to vote or to direct the vote
  - (iii) 0  
Sole power to dispose or to direct the disposition of
  - (iv) 4,791,831  
Shared power to dispose or to direct the disposition of

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

All entities are under common control. No single entity holds in excess of 5%, but in the aggregate, entities hold 6.661%. Schroder Investment Management North America Ltd. and Schroder Investment Management Ltd. disclaim the existence of a group. Shares are held for the benefit of investment advisory clients.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10.**

**Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2010  
Date

/s/ Mark A. Hemenetz  
Signature

Mark A. Hemenetz  
Authorized Signatory  
Schroder Investment Management North America Ltd.  
Name/Title