

Gafisa S.A.
Form 20-F/A
May 30, 2012

As filed with the Securities and Exchange Commission on May 29, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 13(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of the event requiring this shell company report _____

Commission file number: 001-33356

GAFISA S.A.
(Exact name of Registrant as specified in its charter)

GAFISA S.A.
(Translation of Registrant's name into English)

The Federative Republic of Brazil

(Jurisdiction of incorporation or organization)

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Att: Alceu Duilio Calciolari – Chief Executive Officer
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Shares, without par value*	New York Stock Exchange

* Traded only in the form of American Depositary Shares (as evidenced by American Depositary Receipts), each representing two common shares which are registered under the Securities Act of 1933.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The number of outstanding shares of each class as of December 31, 2009.

Title of Class	Number of Shares Outstanding
Common Stock	167,077,137*

*Includes 299,743 common shares that are held in treasury. On February 22, 2010, our shareholders approved a stock split of one share into two shares, increasing the number of shares outstanding to 334,154,274 and the number of shares held in treasury to 599,486.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: US GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

EXPLANATORY NOTE

THE PURPOSE OF THIS AMENDMENT (THIS “FORM 20-F/A”) TO THE ANNUAL REPORT ON THE FORM 20-F FOR THE YEAR ENDED DECEMBER, 31, 2009 FILED BY GAFISA S.A (“GAFISA”) ON MARCH, 10, 2010 (THE “2009 FORM 20-F”) IS TO : (1) RESTATE THE U.S. GAAP CONSOLIDATED FINANCIAL INFORMATION INCLUDING THE RECONCILIATION FOUND IN THE NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FILED HEREWITH, (2) INCLUDE REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, WHICH WERE PREVIOUSLY WITHDRAWN ON THE ACCOMPANYING FINANCIAL STATEMENTS, (3) INCLUDE MANAGEMENT’S ANNUAL REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING, (4) INCLUDE REVISED ITEM 15 – CONTROLS AND DISCLOSURES, (5) MAKE REVISIONS TO CERTAIN PARTS OF ITEM 16 IN RESPECT TO CHANGES IN OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, (6) INCLUDE UPDATED CERTIFICATIONS PURSUANT TO SECTIONS 302 AND 906 OF THE SARBANES-OXLEY ACT OF 2002, AND (7) INCORPORATE REVISIONS IN RESPONSE TO CERTAIN COMMENTS RECEIVED FROM THE STAFF OF THE U.S. SECURITIES AND EXCHANGE COMMISSION (“SEC”). THE BRAZILIAN GAAP FINANCIAL STATEMENTS WERE ALSO RESTATED, AS PER NOTE 26 OF THE CONSOLIDATED FINANCIAL STATEMENTS.

OTHER THAN AS EXPRESSLY SET FORTH ABOVE, THIS FORM 20-F/A DOES NOT, AND DOES NOT PURPORT TO, AMEND, UPDATE, OR RESTATE THE INFORMATION IN ANY ITEM OF THE 2009 FORM 20-F OR REFLECT ANY EVENTS THAT HAVE OCCURRED AFTER THE 2009 FORM 20-F WAS FILED.

AS INDICATED ELSEWHERE HEREIN, THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM HAS NOT PROVIDED AN ATTESTATION REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING FOR 2009. ACCORDINGLY, THIS FORM 20-F/A DOES NOT COMPLY WITH ALL OF THE PREPARATIONAL REQUIREMENTS OF THE SEC RULES, AND IS DEFICIENT IN THAT REGARD.

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INTRODUCTION

In this annual report, references to “Gafisa,” “we,” “our,” “us,” “our company” and “the company” are to Gafisa S.A. and its consolidated subsidiaries (unless the context otherwise requires). In addition, the term “Brazil” refers to the Federative Republic of Brazil, and the phrase “Brazilian government” refers to the federal government of Brazil. All references to “real,” “reais” or “R\$” are to the Brazilian real, the official currency of Brazil, and all references to “U.S. dollar,” “U.S. dollars” or “US\$” are to U.S. dollars, the official currency of the United States. References to “Brazilian GAAP” are to generally accepted accounting principles in Brazil and references to “U.S. GAAP” are to generally accepted accounting principles in the United States. All references to “American Depositary Shares” or “ADSs” are to Gafisa’s American Depositary Shares, each representing two common shares.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Financial Information

We maintain our books and records in reais. We prepare our financial statements in accordance with Brazilian GAAP, which are based on:

- Brazilian Law No. 6,404/76, as amended by Brazilian Law No. 9,457/97, Brazilian Law No. 10,303/01 and Brazilian Law No. 11,638/07, which we refer to hereinafter as “Brazilian corporate law;”
- the rules and regulations of the Brazilian Securities Commission (Comissão de Valores Mobiliários), or the “CVM;” and
- the accounting standards issued by the Brazilian Institute of Independent Accountants (Instituto dos Auditores Independentes do Brasil), or the “IBRACON,” the Brazilian Federal Accounting Council (Conselho Federal de Contabilidade), or the “CFC” and the Accounting Standards Committee (Comitê de Pronunciamentos Contábeis), or the “CPC.”

The Brazilian Central Bank and the CVM set 2010 as the deadline for adoption of International Financial Reporting Standards, or “IFRS,” for the consolidated financial statements of financial institutions and publicly-held companies. On December 28, 2007, Law No. 11,638/07 was enacted, amending the Brazilian corporate law regarding the accounting practices adopted in Brazil. As of December 31, 2010, our consolidated financial statements will be prepared in accordance with the accounting practices adopted in Brazil, which correspond to the CVM Rules, and the pronouncements, interpretation and guidelines of the CPC (collectively “Brazilian GAAP”). Brazilian GAAP in effect in 2010 is generally referred to as International Financial Reporting Standards (“IFRS”) applicable to real estate development entities in Brazil, as approved by the CPC, the CVM and the CFC, including OCPC Guideline 04 – Application of the Technical Interpretation ICPC 02 to the Brazilian Real Estate Development Entities – regarding revenue recognition, and the respective costs and expenses arising from real estate development operations by reference to the stage of completion (percentage of completion method). Brazilian GAAP in effect in 2010 is not consistent with IFRS as issued by the International Accounting Standards Board (“IASB”) as a result of the application of the aforementioned revenue recognition policies.

Our Brazilian GAAP financial statements as of and for the years ended December 31, 2007 and 2006 reflect the changes introduced by Law 11,638/07 and the accounting standards issued by the CPC in 2008, which we retroactively applied beginning on January 1, 2006. Selected financial information presented as of and for the year ended December 31, 2005 has not been re-presented on the basis of the new accounting policies introduced in 2008, as the cost and time required to prepare such information would be prohibitive. As a result, such information is not comparable to the financial information reported herein as of and for the years ended December 31, 2009, 2008, 2007

and 2006.

When we present our Brazilian GAAP financial statements as of and for the years ended December 31, 2010 and 2009, we expect to restate the financial statements as of and for the year ended December 31, 2009 to conform with new Brazilian GAAP accounting standards which will be applied retroactively from January 1, 2009.

Brazilian GAAP differs in significant respects from U.S. GAAP. The notes to our consolidated financial statements included elsewhere in this annual report contain a reconciliation of shareholders' equity and net income from Brazilian GAAP to U.S. GAAP. Unless otherwise indicated, all financial information of our company included in this annual report is derived from our Brazilian GAAP consolidated financial statements.

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Our consolidated financial statements reflect income statement and balance sheet information for all of our subsidiaries, and also separately disclose the interest of noncontrolling shareholders. With respect to our jointly-controlled entities, in accordance with the shareholders agreements, we consolidate income statement and balance sheet information relating to those entities in proportion to the equity interest we hold in the capital of such investees for Brazilian GAAP purposes.

Market Information

Certain industry, demographic, market and competitive data, including market forecasts, used in this annual report were obtained from internal surveys, market research, publicly available information and industry publications. We have made these statements on the basis of information from third-party sources that we believe are reliable, such as the Brazilian Property Studies Company (Empresa Brasileira de Estudos de Patrimônio), or the “EMBRAESP,” the Association of Managers of Real Estate Companies (Associação de Dirigentes de Empresas do Mercado Imobiliário), or the “ADEMI,” the Brazilian Association of Real Estate Credit and Savings Entities (Associação Brasileira das Entidades de Crédito Imobiliário e Poupança), or the “ABECIP,” the Real Estate Companies’ Union (Sindicato das Empresas de Compra, Venda, Locação e Administração de Imóveis Residenciais e Comerciais), or the “SECOVI,” the Brazilian Institute of Geography and Statistics (Instituto Brasileiro de Geografia e Estatística), or the “IBGE” and the Brazilian Central Bank (Banco Central do Brasil), or the “Central Bank,” among others. Industry and government publications, including those referenced here, generally state that the information presented therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Although we have no reason to believe that any of this information or these reports are inaccurate in any material respect, such information has not been independently verified by us. Accordingly, we do not make any representation as to the accuracy of such information.

Rounding and Other Information

Some percentages and certain figures included in this annual report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables in this annual report may not be an arithmetic aggregation of the figures that precede them.

In this annual report, all references to “contracted sales” are to the aggregate amount of sales resulting from all agreements for the sale of units (including residential communities and land subdivisions) entered into during a certain period, including new units and units in inventory. Further, in this annual report we use the term “value of launches” as a measure of our performance. Value of launches is not a Brazilian GAAP measurement. Value of launches, as used in this annual report, is calculated by multiplying the total numbers of units in a real estate development by the unit sales price.

In addition, we present information in square meters in this annual report. One square meter is equal to approximately 10.76 square feet.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The statements contained in this annual report in relation to our plans, forecasts, expectations regarding future events, strategies, and projections, are forward-looking statements which involve risks and uncertainties and which are therefore not guarantees of future results. Our estimates and forward-looking statements are mainly based on our current expectations and estimates on projections of future events and trends, which affect or may affect our businesses and results of operations. Although we believe that these estimates and forward-looking statements are based upon reasonable assumptions, they are subject to several uncertainties and are made in light of information

currently available to us. Our estimates and forward-looking statements may be influenced by the following factors, among others:

- government interventions, resulting in changes in the economy, taxes, rates or regulatory environment;
- changes in the overall economic conditions, including employment levels, population growth and consumer confidence;
- changes in real estate market prices and demand, estimated budgeted costs and the preferences and financial condition of our customers;

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- demographic factors and available income;
- our ability to repay our indebtedness and comply with our financial obligations;
- our ability to arrange financing and implement our expansion plan;
- our ability to compete and conduct our businesses in the future;
- changes in our business;
- inflation and interest rate fluctuations;
- changes in the laws and regulations applicable to the real estate market;
- government interventions, resulting in changes in the economy, taxes, rates or regulatory environment;
- other factors that may affect our financial condition, liquidity and results of our operations; and
- other risk factors discussed under “Item 3. Key Information—D. Risk Factors.”

The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect” and similar words are intended to estimates and forward-looking statements. Estimates and forward-looking statements speak only as of the date they were made, and we undertake no obligation to update or to review any estimate and/or forward-looking statement because of new information, future events or other factors. Estimates and forward-looking statements involve risks and uncertainties and are not guarantees of future performance. Our future results may differ materially from those expressed in these estimates and forward-looking statements. In light of the risks and uncertainties described above, the estimates and forward-looking statements discussed in this annual report might not occur and our future results and our performance may differ materially from those expressed in these forward-looking statements due to, inclusive of, but not limited to, the factors mentioned above.

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PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The following selected financial data have been derived from our consolidated financial statements. The selected financial data as of and for the years ended December 31, 2009, 2008 and 2007 have been derived from our audited consolidated financial statements included elsewhere in this annual report. The selected financial data as of and for the years ended December 31, 2006 and 2005 have been derived from our audited consolidated financial statements that are not included in this annual report.

Our financial statements are prepared in accordance with Brazilian GAAP, which differs in significant respects from U.S. GAAP. For a discussion of the significant differences relating to these consolidated financial statements and a reconciliation of net income and shareholders' equity from Brazilian GAAP to U.S. GAAP, see the notes to our audited consolidated financial statements included elsewhere in this annual report.

This financial information should be read in conjunction with our audited consolidated financial statements and the related notes included elsewhere in this annual report.

	As of and for the year ended December 31,				
	2009	2008	2007	2006	2005
	As Restated (1)	As Restated (1)	As Restated (1) (2)	As Restated (1) (2)	As Restated (1) (2)
	(in thousands of Reais except per share, per ADS and operating data)(3)				
Income statement data:					
Brazilian GAAP:					
Gross operating revenue	R\$3,144,880	R\$1,805,468	R\$ 1,251,894	R\$ 681,791	R\$ 480,774
Net operating revenue	3,036,357	1,740,404	1,204,287	648,158	457,024
Operating costs	(2,143,762)	(1,214,401)	(867,996)	(464,766)	(318,211)
Gross profit	892,595	526,003	336,291	183,392	138,813
Operating expenses, net	(431,421)	(357,798)	(236,861)	(118,914)	(79,355)
Financial income					
(expenses), net	(111,006)	7,815	28,628	(11,943)	(31,162)
Non-operating income					
(expenses), net	—	—	—	—	(1,024)
Income before taxes on					
income and					
noncontrolling interest	350,168	176,020	128,058	52,535	27,272
Taxes on income	(95,406)	(43,397)	(30,372)	(8,525)	3,405
Noncontrolling interest	(41,222)	(22,702)	(6,046)	—	—

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Net income	213,540	109,921	91,640	44,010	30,677
Share and ADS data(3):					
Earnings per share—R\$ per share	1.2804	0.8458	0.7079	0.4258	1.2457
Number of preferred shares outstanding as at end of year	—	—	—	—	16,222,209
Number of common shares outstanding as at end of year	166,777,934	129,962,546	129,452,121	103,369,950	8,404,185
Earnings per ADS—R\$ per ADS (4)	2.5608	1.6916	1.4158	0.8516	2.4914
U.S. GAAP:					
Net operating revenue	1,778,798	1,325,441	997,975	659,514	435,886
Operating costs	(1,300,322)	(992,122)	(817,770)	(487,881)	(328,451)
Gross profit	478,476	333,319	180,205	171,633	107,435
Operating expenses, net	(574,932)	(108,036)	(190,430)	(139,188)	(77,305)
Financial income (expenses), net	(102,925)	76,653	31,629	4,022	(17,684)
Income (loss) before income taxes, equity in results and noncontrolling interest	(199,381)	301,936	21,404	36,467	12,446

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	As of and for the year ended December 31,				
	2009	2008	2007	2006	2005
	As Restated	As Restated	As Restated (1)	As Restated (1)	As Restated (1)
	(1)	(1)	(2)	(2)	(2)
	(in thousands of Reais except per share, per ADS and operating data)(3)				
Taxes on income	(12,563)	(42,295)	5,405	(11,776)	(1,274)
Equity in results	82,097	29,873	18,997	894	22,593
Cumulative effect of a change in an accounting principle:	—	—	—	(157)	—
Net income (loss)	(129,847)	289,514	45,806	25,428	33,765
Less: Net income (loss) attributable to noncontrolling interests	(30,333)	(17,485)	(15,236)	(1,125)	(571)
Net income (loss) attributable to Gafisa	(160,180)	272,029	30,570	24,303	33,194
Per share and ADS data(3):					
Per preferred share data—R\$ per share:					
Earnings (loss) per share—Basic	—	—	—	0.0759	0.3028
Earnings (loss) per share—Diluted	—	—	—	0.0749	0.3011
Weighted average number of shares outstanding – in thousands	—	—	—	3,402	85,606
Per common share data—R\$ per share:					
Earnings (loss) per share—Basic	(0.5995)	1.0489	0.1213	0.1244	0.1735
Earnings (loss) per share—Diluted	(0.5995)	1.0455	0.1207	0.1229	0.1727
Weighted average number of shares outstanding – in thousands	267,174	259,341	252,063	197,592	48,788
Dividends declared and interest on shareholders' equity	50,716	26,104	26,981	10,938	—
Per ADS data—R\$ per ADS(4):					
Earnings (loss) per ADS—Basic (4)	(1.1991)	2.0978	0.2426	0.2487	0.3469
Earnings (loss) per ADS—Diluted (4)	(1.1991)	2.0909	0.2414	0.2458	0.3453
Weighted average number of ADSs outstanding – in thousands	133,587	129,671	126,032	98,796	24,394
Dividends declared and interest on shareholders' equity	50,716	26,104	26,981	10,938	—
Balance sheet data:					
Brazilian GAAP:					
Cash, cash equivalents and financial investments	R\$ 1,424,053	R\$ 605,502	R\$ 517,420	R\$ 266,159	R\$ 133,891

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Current and non-current properties for sale	1,748,457	2,028,976	1,022,279	486,397	304,329
Working capital(6)	3,155,154	2,448,305	1,315,406	926,866	464,589
Total assets	7,688,323	5,538,858	3,004,785	1,558,590	944,619
Total debt(7)	3,122,132	1,552,121	695,380	295,445	316,933
Total shareholders' equity	2,325,634	1,612,419	1,498,728	807,433	270,188
U.S. GAAP:					
Cash and cash equivalents	292,940	183,524	213,069	220,556	26,053
Marketable securities	1,005,882	326,980	299,116	40,363	110,100
Restricted cash	96,846	76,928	9,851	—	—
Current and non-current properties for sale	3,007,706	2,651,219	1,204,881	500,026	377,937
Working capital(6)	2,803,175	2,710,350	1,956,074	786,616	471,993
Total assets	7,153,797	5,268,240	2,864,935	1,632,151	900,198
Total debt(7)	3,057,092	1,525,138	686,524	289,416	294,149
Total Gafisa shareholders' equity	1,984,409	1,665,489	1,407,266	793,539	289,415
Noncontrolling interests	16,052	431,425	50,074	1,050	197
Total shareholders' equity	2,000,461	2,097,176	1,457,340	794,589	289,612
Consolidated cash flow provided by (used in):					
Brazilian GAAP					
Operating activities	(676,693)	(812,512)	(451,929)	(271,188)	(112,947)
Investing activities	(65,577)	(78,300)	(149,290)	(25,609)	(5,576)
Financing activities	1,540,353	911,817	842,629	429,065	206,526
Operating data:					
Number of new developments	69	64	53	30	21
Potential sales value(11)	2,301,224	2,763,043	2,235,928	1,005,069	651,815
Number of units launched(8)	10,795	10,963	10,315	3,052	2,363
Launched usable area (m2)(9)					
(10)	1,415,110	1,838,000	1,927,821	407,483	502,520
Sold usable area (m2)(9) (10)	1,378,177	1,339,729	2,364,173	357,723	372,450

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	As of and for the year ended December 31,				
	2009 As Restated (1)	2008 As Restated (1)	2007 As Restated (1) (2)	2006 As Restated (1) (2)	2005 As Restated (1) (2)
	(in thousands of Reais except per share, per ADS and operating data)(3)				
Units sold	22,012	11,803	6,120	3,049	1,795

- (1) The Brazilian GAAP financial information was restated to correct the accounting treatment for net income attributable to non-controlling interest related to an unincorporated venture to financial expenses. Our U.S. GAAP financial information was restated to correct the accounting for revenue recognition, retrospective adjustment to Tenda's purchase price allocation adjustment arising from the restatements of Tenda's assets acquired and liabilities assumed following the correction of the revenue recognition error, revision of the classification of non-controlling interest to financial expenses, and deferred tax effects on the adjustments. See the Explanatory Note preceding Part I of this annual report on Form 20-F, Item 5B. Operating and Financial Review and Prospects – Liquidity and Capital Resources – U.S. GAAP Reconciliation and U.S. GAAP Operating Trends and Note 26 in our consolidated financial statements.
- (2) Our Brazilian GAAP financial statements as of and for the years ended December 31, 2007 and 2006 reflect the changes introduced by Law 11,638/07 and the new accounting standards issued by the CPC in 2008, which we retroactively applied beginning on January 1, 2006. Selected financial information presented as of and for the year ended December 31, 2005 has not been represented on the basis of the new accounting policies introduced in 2008, as the cost and time required to prepare such information would be prohibitive. As a result, such information is not comparable to the financial information reported herein as of and for the years ended December 31, 2009, 2008, 2007 and 2006.
- (3) On January 26, 2006, all our preferred shares were converted into common shares. On January 27, 2006, a stock split of our common shares was approved, giving effect to the split of one existing share into three newly issued shares, increasing the number of shares from 27,774,775 to 83,324,316. On February 22, 2010, a stock split of our common shares was approved, giving effect to the split of one existing share into two new issued shares, increasing the number of shares from 167,077,137 to 334,154,274. All U.S. GAAP information relating to the numbers of shares and ADSs have been adjusted retroactively to reflect the share split on January 27, 2006 and on February 22, 2010. All U.S. GAAP earnings per share and ADS amounts have been adjusted retroactively to reflect the share split on January 27, 2006 and on February 22, 2010. Brazilian GAAP earnings per share and ADS amounts have not been adjusted retrospectively to reflect the share split on January 27, 2006 and on February 22, 2010.
- (4) Earnings per ADS is calculated based on each ADS representing two common shares.
- (5) The following table sets forth reconciliation from U.S. GAAP net income (loss) attributable to Gafisa to U.S. GAAP net income (loss) available to common shareholders:

	As of and for the year ended December 31,				
	2009 As Restated (1)	2008 As Restated (1)	2007 As Restated (1)	2006 As Restated (1)	2005 As Restated (1)
Reconciliation from U.S. GAAP net income (loss) attributable to Gafisa to U.S. GAAP net income available to					

common shareholders (Basic):

U.S. GAAP net income (loss) (Basic)	(160,180)	272,029	30,570	24,303	33,194
Preferred Class G exchange*	—	—	—	—	(9,586)
Undistributed earnings for Preferred Shareholders (Basic earnings)	—	—	—	(258)	(16,334)
U.S. GAAP net income (loss) available to common shareholders (Basic earnings)	(160,180)	272,029	30,570	24,045	7,274
Reconciliation from U.S. GAAP net income (loss) attributable to Gafisa to U.S. GAAP net income available to common shareholders (Diluted):					
U.S. GAAP net income (loss)	(160,180)	272,029	30,570	24,303	33,194
Preferred Class G exchange*			—	—	(9,586)
Undistributed earnings for Preferred Shareholders (Diluted earnings)			—	(258)	(16,373)
U.S. GAAP net income (loss) available to common shareholders (Diluted earnings)	(160,180)	272,029	30,570	24,045	7,235

*Pursuant to EITF Topic D-42 “The Effect on the Calculation of Earnings per Share for the Redemption or Induced Conversion of Preferred Stock,” following the exchange of Class A for Class G Preferred shares, the excess of the fair value of the consideration transferred to the holders of the preferred stock over the carrying amount of the preferred stock in the balance sheet was subtracted from net income to arrive at net earnings available to common shareholders in the calculation of earnings per share. For purposes of displaying earnings per share, the amount is treated in a manner similar to the treatment of dividends paid to the holders of the preferred shares. The conceptual return or dividends on preferred shares are deducted from net earnings to arrive at net earnings available to common shareholders.

(6) Working capital equals current assets less current liabilities.

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- (7) Total debt comprises loans, financings and short term and long term debentures. Amounts exclude loans from real estate development partners.
- (8) The units delivered in exchange for land pursuant to swap agreements are not included.
- (9) One square meter is equal to approximately 10.76 square feet.
- (10) Does not include data for FIT, Tenda and Bairro Novo.
- (11) Potential sales value is calculated by multiplying the number of units sold in a development by the unit sales price.

Exchange Rates

There were previously two foreign exchange markets in Brazil. With the enactment of the National Monetary Council Resolution No. 3,265 of March 14, 2005, the foreign exchange markets were consolidated to form one exchange market. On July 1, 2008, Resolution No. 3,568, as amended, revoked Resolution No. 3,265, but maintained its main changes concerning the consolidation of the foreign exchange markets. Therefore, all transactions involving foreign currency in the Brazilian market, whether carried out by investors resident or domiciled in Brazil or investors resident or domiciled abroad, must now be conducted on the consolidated exchange market through institutions authorized by the Central Bank and subject to the rules of the Central Bank.

From March 1995 through January 1999, the Central Bank allowed the gradual devaluation of the real against the U.S. dollar under an exchange rate policy that established a band within which the real/U.S. dollar exchange rate could fluctuate. Responding to pressure on the real, on January 13, 1999, the Central Bank widened the foreign exchange rate band. Because the pressure did not ease, on January 15, 1999, the Central Bank abolished the band system and allowed the real to float freely.

Since the beginning of 2001, the Brazilian exchange market has been increasingly volatile, and, until early 2003, the value of the real declined relative to the U.S. dollar, primarily due to financial and political instability in Brazil and Argentina. According to the Central Bank, in 2005, 2006 and 2007, however, the period-end value of the real appreciated in relation to the U.S. dollar 13.4%, 9.5% and 20.7%, respectively. In 2008, the period-end value of the real depreciated in relation to the U.S. dollar by 24.2%. In 2009, the period-end value of the real appreciated in relation to the U.S. dollar by 34.2%. Although the Central Bank has intervened occasionally to control unstable movements in the foreign exchange rates, the exchange market may continue to be volatile as a result of this instability or other factors, and, therefore, the real may substantially decline or appreciate in value in relation to the U.S. dollar in the future.

The following table shows the selling rate, expressed in reais per U.S. dollar (R\$/US\$), for the periods and dates indicated.

Year Ended:	Period-end	Average for period(1) (per U.S. dollar)	Low	High
December 31, 2005	R\$2.341	R\$2.463	R\$2.163	R\$2.762
December 31, 2006	2.138	2.215	2.059	2.371
December 31, 2007	1.771	1.793	1.762	1.823

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December 31, 2008	2.337	2.030	1.559	2.500
December 31, 2009	1.741	2.062	1.702	2.422
Month Ended:				
September 2009	1.778	1.841	1.778	1.904
October 2009	1.744	1.738	1.704	1.784
November 2009	1.751	1.726	1.702	1.759
December 2009	1.741	1.749	1.710	1.788
January 2010	1.875	1.799	1.723	1.875
February 2010	1.811	1.841	1.805	1.877

(1) Average of the lowest and highest rates in the periods presented.

Source: Central Bank.

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On March 8, 2010, the selling rate was R\$1.78180 to US\$1.00. The real/dollar exchange rate fluctuates and, therefore, the selling rate at March 8, 2010 may not be indicative of future exchange rates.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

This section is intended to be a summary of the more detailed discussion included elsewhere in this annual report. Our business, results of operations, financial condition or prospects could be adversely affected if any of these risks occurs, and as a result, the trading price of our common shares and ADSs could decline. The risks described below are those known to us and those that we currently believe may materially affect us.

Risks Relating to Our Business and to the Brazilian Real Estate Industry

Our business, results of operations and the market price of our common shares or the ADSs may be adversely affected by weaknesses in general economic, real estate and other conditions.

The residential homebuilding and land development industry is cyclical and is significantly affected by changes in general and local economic conditions, such as:

- employment levels;
- population growth;
- consumer demand, confidence, stability of income levels and interest rates;
- availability of financing for land home site acquisitions and the availability of construction and permanent mortgages;
 - inventory levels of both new and existing homes;
 - supply of rental properties; and
 - conditions in the housing resale market.

Furthermore, the market value of undeveloped land, buildable lots and housing inventories held by us can fluctuate significantly as a result of changing economic and real estate market conditions. If there are significant adverse changes in economic or real estate market conditions, we will have to sell homes at a loss or hold land in inventory longer than planned.

For example, in 2008, the global financial crisis adversely impacted Brazil's gross domestic product resulting in a decrease in both the number of developments launched and the rate of sales of our units. Worldwide financial market volatility may adversely impact government plans for the Brazilian real estate industry, which may have a material

adverse effect on our business, our financial condition and the results of operations.

The Brazilian real estate industry is highly competitive and fragmented. We compete with several developers on availability and location of land, price, funding, design, quality, and reputation as well as for partnerships with other developers. Because our industry does not have high barriers to entry, new competitors, including international companies working in partnerships with Brazilian developers, may enter into the industry, further intensifying this competition. Some of our current potential competitors may have greater financial and other resources than we do. Furthermore, a significant portion of our real estate development and construction activity is conducted in the states

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of São Paulo and Rio de Janeiro, areas where the real estate market is highly competitive due to a scarcity of properties in desirable locations and the relatively large number of local competitors. If we are not able to compete effectively, our business, our financial condition and the results of our operations could be adversely affected.

Problems with the construction and timely completion of our real estate projects, as well as third party projects for which we have been hired as a contractor, may damage our reputation, expose us to civil liability and decrease our profitability.

The quality of work in the construction of our real estate projects and the timely completion of these projects are major factors that determine our reputation, and therefore our sales and growth. Delays in the construction of our projects or defects in materials and/or workmanship may occur. Any defects could delay the completion of our real estate projects, or, if such defects are discovered after completion, expose us to civil lawsuits by purchasers or tenants. These factors may also adversely affect our reputation as a contractor for third party projects, since we are responsible for our construction services and the building itself for five years. Construction projects often involve delays in obtaining, or the inability to obtain, permits or approvals from the relevant authorities. In addition, construction projects may also encounter delays due to adverse weather conditions, natural disasters, fires, delays in the provision of materials or labor, accidents, labor disputes, unforeseen engineering, environmental or geological problems, disputes with contractors and subcontractors, unforeseen conditions at construction sites, disputes with surrounding landowners or other events. In addition, we may encounter previously unknown conditions at or near our construction sites that may delay or prevent construction of a particular project. If we encounter a previously unknown condition at or near a site, we may be required to correct the condition prior to continuing construction and there may be a delay in the construction of a particular project. The occurrence of any one or more of these problems in our real estate projects could adversely affect our reputation and our future sales.

We may incur construction and other development costs for a project that exceeds our original estimates due to increases over time in interest rates, real estate taxes, material costs, labor costs or other costs. We may not be able to pass these increased costs on to purchasers. Construction delays, scarcity of skilled workers, cost overruns and adverse conditions may also increase project development costs. In addition, delays in the completion of a project may result in a delay in the commencement of cash flow, which would increase our capital needs.

Our inability to acquire adequate capital to finance our projects could delay the launch of new projects and adversely affect our business.

We expect that the continuing expansion and development of our business will require significant capital, including working capital, which we may be unable to obtain on acceptable terms, or at all, to fund our capital expenditures and operating expenses, including working capital needs. We may fail to generate sufficient cash flow from our operations to meet our cash requirements. Furthermore, our capital requirements may vary materially from those currently planned if, for example, our revenues do not reach expected levels or we have to incur unforeseen capital expenditures and make investments to maintain our competitive position. If this is the case, we may require additional financing sooner than anticipated, or we may have to delay some of our new development and expansion plans or otherwise forgo market opportunities. Future borrowing instruments such as credit facilities are likely to contain restrictive covenants, particularly in light of the recent economic downturn and unavailability of credit, and/or may require us to pledge assets as security for borrowings under those facilities. Our inability to obtain additional capital on satisfactory terms may delay or prevent the expansion of our business, which would have an adverse effect on our business. As of the date of this annual report, our net debt level and obligations to venture partners was in excess of R\$2.0 billion, our cash and cash equivalents and marketable securities was in excess of R\$1.4 billion and our total debt was R\$3.1 billion and obligations to venture partners was R\$0.3 billion.

Changing market conditions may adversely affect our ability to sell our home inventories at expected prices, which could reduce our margins and adversely affect the market price of our common shares or the ADSs.

As a homebuilder, we must constantly locate and acquire new tracts of land for development and development home sites to support our homebuilding operations. There is a lag between the time we acquire land for development or developed home sites and the time that we can bring the properties to market and sell homes. As a result, we face the risk that demand for housing may decline, costs of labor or materials may increase, interest rates may increase, currencies may fluctuate and political uncertainties may occur during this period and that we will not be able to dispose of developed properties at expected prices or profit margins or within anticipated time frames or at all.

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Significant expenditures associated with investments in real estate, such as maintenance costs, construction costs and debt payments, cannot generally be reduced if changes in the economy cause a decrease in revenues from our properties. The market value of home inventories, undeveloped tracts of land and desirable locations can fluctuate significantly because of changing market conditions. In addition, inventory carrying costs (including interest on funds unused to acquire land or build homes) can be significant and can adversely affect our performance. Because of these factors, we may be forced to sell homes and other real properties at a loss or for prices that generate lower profit margins than we anticipate. We may also be required to make material write-downs of the book value of our real estate assets in accordance with Brazilian and U.S. GAAP if values decline. The occurrence of these factors may adversely affect our business and results of operations.

We are subject to risks normally associated with permitting our purchasers to make payments in installments; if there are higher than anticipated defaults or if our costs of providing that financing increase, then our profitability could be adversely affected.

As is common in our industry, we and the special purpose entities, or “SPEs,” in which we participate permit some purchasers of the units in our projects to make payments in installments. As a result, we are subject to the risks associated with this financing, including the risk of default in the payment of principal or interest on the loans we make as well as the risk of increased costs for the funds raised by us. In addition, our term sales agreements usually bear interest and provide for an inflation adjustment. If the rate of inflation increases, the loan payments under these term sales agreements may increase, which may lead to a higher rate of payment default. If the default rate among our purchasers increases, our cash generation and, therefore, our profitability could be adversely affected.

In the case of a payment default after the delivery of financed units, Brazilian law provides for the filing of a collection claim to recover the amount owed or to repossess the unit following specified procedures. The collection of overdue amounts or the repossession of the property is a lengthy process and involves additional costs. It is uncertain that we can recover the full amount owed to us or that if we repossess the unit, we can re-sell the unit at favorable terms or at all.

In March 2009, the Brazilian government announced the creation of a public housing program called “Minha Casa, Minha Vida” that aims to reduce the housing deficit in Brazil, which as of 2007 is estimated to be 6.3 million houses. The program calls for government investment of more than R\$30 billion to be made through financing made available from Caixa Econômica Federal, or the CEF, and is focused on building one million houses for families with monthly incomes of up to ten times the minimum wage. Under this program, 600 thousand houses will be built for families with monthly incomes of three to ten times the minimum wage, which are our target clients through our Tenda brand. This program offers, among other things, long-term financing, lower interest rates, greater share of the property financed to the client, subsidies based on income level, lower insurance costs and the creation of a guarantor fund to refinance debt in case of unemployment.

The affordable entry-level segment is strongly dependent on the availability of financing. The scarcity of financing, the increase in interest rates, the reduction in financing terms, share of financing per unit and subsidies or any other modification in other financing terms and conditions may adversely affect the performance of the affordable entry-level segment.

If we or the SPEs in which we participate fail to comply with or become subject to more onerous government regulations, our business could be adversely affected.

We and the SPEs we participate in are subject to various federal, state and municipal laws and regulations, including those relating to construction, zoning, use of soil, environmental protection, historical patrimony and consumer protection and antitrust. We are required to obtain, maintain and renew on a regular basis permits, licenses and

authorizations from various governmental authorities in order to carry out our projects. We strive to maintain compliance with these laws and regulations. If we are unable to maintain or achieve compliance with these laws and regulations, we could be subject to fines, project shutdowns, cancellation of licenses and revocation of authorizations or other restrictions on our ability to develop our projects, which could have an adverse impact on our financial condition. In addition, our contractors and subcontractors are required to comply with various labor and environmental regulations and tax and regulatory obligations. Because we are secondary obligors to these contractors and subcontractors, if they fail to comply with these regulations or obligations, we may be subject to penalties by the relevant regulatory bodies.

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Regulations governing the Brazilian real estate industry as well as environmental laws have tended to become more restrictive over time. We cannot assure you that new and stricter standards will not be adopted or become applicable to us, or that stricter interpretations of existing laws and regulations will not occur. Furthermore, we cannot assure you that these more onerous regulations would not cause delays in our projects or that we would be able to get the relevant permits and licenses. Any such event may require us to spend additional funds to achieve compliance with such new rules and therefore make the development of our projects more costly, which can adversely affect our business and the market price of our common shares or the ADSs.

If there is a scarcity of financing and/or increased interest rates, this may decrease the demand for real estate properties, which could negatively affect our results of operations and the market price of our common shares or the ADSs.

The scarcity of financing and/or an increase in interest rates or in other indirect financing costs may adversely affect the ability or willingness of prospective buyers to purchase our products and services, especially prospective low income buyers. A majority of the bank financing obtained by prospective buyers comes from the Housing Financial System (Sistema Financeiro de Habitação), or “SFH,” which is financed by funds raised from savings account deposits. The Brazilian Monetary Council (Conselho Monetário Nacional), or the “CMN,” often changes the amount of such funds that banks are required to make available for real estate financing. If the CMN restricts the amount of available funds that can be used to finance the purchase of real estate properties, or if there is an increase in interest rates, there may be a decrease in the demand for our residential and commercial properties and for the development of lots of land, which may adversely affect our financial position and results of operations.

We and other companies in the real estate industry frequently extend credit to our clients. As a result, we are subject to risks associated with providing financing, including the risk of default on amounts owed to us (principal and interest), as well as the risk of increased costs of funding our operations. An increase in inflation would raise the nominal amounts due from our clients, pursuant to their sales agreements, which may increase their rates of default. If this were to occur, our cash generation and, therefore, our operating results may be adversely affected. In addition, we obtain financings from financial institutions at different rates and subject to different indexes and may be unable to match our debt service requirements with the terms of the financings we grant to our clients. The mismatch of rates and terms between the funds we obtain and the financings we grant may adversely affect us.

Some of our subsidiaries use significant funding from the home financing programs of the CEF and, as a result, are subject to institutional and operating changes in the CEF.

The CEF has several home financing programs for the low-income segment, which are used by Construtora Tenda S.A., or Tenda, to fund its activities. The CEF is a state-owned financial institution and is subject to political influence that may change the availability or the terms of the home financing programs. The cancellation, suspension, interruption or a significant change in such programs may affect our growth estimates and our business. Furthermore, the suspension, interruption or slowdown in the CEF’s activities to approve projects, grant financing to our clients and evaluate construction process, among other activities, may adversely impact our business, financial capacity, results of operations and the market price of our common shares and ADSs. Financing to the affordable entry-level segment is primarily made available through the CEF. Any changes in such financing would force us to seek new sources of financing and the availability of funds under similar conditions is limited, which would have an adverse effect on our results of operations.

The real estate industry is dependent on the availability of credit, especially in the affordable entry-level segment.

One of our main strategies is to expand our operations to the affordable entry-level segment in which clients are strongly dependent on bank financing to purchase homes. This financing may not be available on favorable terms to

our clients, or at all. Changes in the Real Estate Financing System (Sistema de Financiamento Imobiliário), or SFI, and in the SFH rules, the scarcity of available resources or an increase in interest rates may affect the ability or desire of such clients to purchase homes, consequently affecting the demand for homes. These factors would have a material adverse effect on our business, financial condition and results of operations.

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Because we recognize sales income from our real estate properties under the percentage of completion method of accounting, an adjustment in the cost of a development project may reduce or eliminate previously reported revenue and income.

We recognize income from the sale of units in our properties based on the percentage of completion method of accounting, which requires us to recognize income as we incur the cost of construction. Total cost estimates are revised on a regular basis as the work progresses, and adjustments based upon such revisions are reflected in our results in accordance with the method of accounting used. To the extent that these adjustments result in an increase, a reduction or an elimination of previously reported income, we will recognize a credit to or a charge against income, which could have an adverse effect on our previously reported revenue and income.

Our participation in SPEs creates additional risks, including potential problems in our financial and business relationships with our partners.

We invest in SPEs with other real estate developers and construction companies in Brazil. The risks involved with SPEs include the potential bankruptcy of our SPE partners and the possibility of diverging or inconsistent economic or business interests between us and our partners. If an SPE partner fails to perform or is financially unable to bear its portion of the required capital contributions, we could be required to make additional investments and provide additional services in order to make up for our partner's shortfall. In addition, under Brazilian law, the partners of an SPE may be liable for obligations of an SPE in particular areas, including tax, labor, environmental and consumer protection. These risks could have an adverse effect on us.

We may experience difficulties in finding desirable land tracts and increases in the price of land may increase our cost of sales and decrease our earnings.

Our continued growth depends in large part on our ability to continue to acquire land and to do so at a reasonable cost. As more developers enter or expand their operations in the Brazilian home building industry, land prices could rise significantly and suitable land could become scarce due to increased demand or decreased supply. A resulting rise in land prices may increase our cost of sales and decrease our earnings. We may not be able to continue to acquire suitable land at reasonable prices in the future, which could adversely affect our business.

The market value of our inventory of undeveloped land may decrease, thus adversely affecting our results of operations.

We own tracts of undeveloped land that are part of our inventory for future developments. We also intend to increase our inventory and acquire larger tracts of land. The market value of these properties may significantly decrease from the acquisition date to the development of the project as a result of economic downturns or market conditions, which would have an adverse effect on our results of operations.

Increases in the price of raw materials may increase our cost of sales and reduce our earnings.

The basic raw materials used in the construction of our homes include concrete, concrete block, steel, aluminum, bricks, windows, doors, roof tiles and plumbing fixtures. Increases in the price of these and other raw materials, including increases that may occur as a result of shortages, duties, restrictions, or fluctuations in exchange rates, could increase our cost of sales. Any such cost increases could reduce our earnings and adversely affect our business.

If we are not able to implement our growth strategy as planned, or at all, our business, financial condition and results of operations could be adversely affected.

We plan to grow our business by selectively expanding to meet the growth potential of the Brazilian residential market. We believe that there is increasing competition for suitable real estate development sites. We may not find suitable additional sites for development of new projects or other suitable expansion opportunities.

We anticipate that we will need additional financing to implement our expansion strategy and we may not have access to the funding required for the expansion of our business or such funding may not be available to us on acceptable terms. We may finance the expansion of our business with additional indebtedness or by issuing

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additional equity securities. We could face financial risks and covenant restrictions associated with incurring additional indebtedness, such as reducing our liquidity and access to financial markets and increasing the amount of cash flow required to service such indebtedness, or associated with issuing additional stock, such as dilution of ownership and earnings.

Our insurance policies may not be sufficient to cover damages that we may suffer.

We maintain insurance policies against certain risks, such as damages, engineering risks, fire, land slides, storms, gas explosions and civil liabilities stemming from construction errors. There can be no assurance that such policies will always be available or provide sufficient coverage for certain damages. In addition, there are certain risks that may not be covered by such policies, such as damages resulting from wars, force majeure or the interruption of certain activities. Furthermore, we are required to pay penalties and other fines whenever there is delay in the delivery of our units, and such penalties and fines are not covered by our insurance policies.

Moreover, we cannot guarantee that we will be able to renew our current insurance policies under favorable terms, or at all. As a result, insufficient coverage of our insurance or our inability to renew the existing insurance policies could have an adverse effect on our financial condition and results of operations.

Our level of indebtedness could have an adverse effect on our financial health, diminish our ability to raise additional capital to fund our operations and limit our ability to react to changes in the economy or the real estate industry.

As of December 31, 2009, our total debt was R\$3.1 billion and our short-term debt was R\$801.0 million. In addition, as of December 31, 2009, our cash and cash equivalents and marketable securities available was R\$1.4 billion and our net debt represented 83.8% of our shareholders' equity including the noncontrolling interest. Our indebtedness has variable interest rates. A hypothetical 1% adverse change in interest rates would have had an annualized unfavorable impact of R\$31.2 million on our earnings and cash flows, based on the net debt level as of December 31, 2009.

Our level of indebtedness could have important negative consequences for us. For example, it could:

- require us to dedicate a large portion of our cash flow from operations to fund payments on our debt, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
 - increase our vulnerability to adverse general economic or industry conditions;
- limit our flexibility in planning for, or reacting to, changes in our business or the industry in which we operate;
- limit our ability to raise additional debt or equity capital in the future or increase the cost of such funding;
 - restrict us from making strategic acquisitions or exploring business opportunities; and
 - place us at a competitive disadvantage compared to our competitors that have less debt.

We may not be successful in managing and integrating the businesses and activities of Alphaville, Cipesa and Tenda.

We have recently acquired controlling stakes in three Brazilian real estate companies: (1) Alphaville Urbanismo S.A., one of the largest residential community development companies in Brazil; (2) Cipesa Empreendimentos Imobiliários S.A., one the leading homebuilder in the State of Alagoas; and (3) Construtora Tenda S.A., a residential homebuilder with a focus on the affordable entry-level segment. However, we may not be successful in managing and integrating

these companies, which could adversely affect our business.

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Failures or delays by our third party contractors may adversely affect our reputation and business and expose us to civil liability.

We engage third party contractors to provide services for our projects. Therefore, the quality of work in the construction of our real estate projects and the timely completion of these projects may depend on factors that are beyond our control, including the quality and timely delivery of building materials and the technical skills of the outsourced professionals. Such outsourcing may delay the identification of construction problems and, consequently, the correction of such problems. Any failures, delays or defects in the services provided by our third party contractors may adversely affect our reputation and relationship with our clients, which would adversely affect our business and results of operations.

Unfavorable judicial or administrative decisions may adversely affect us.

We currently are, and may be in the future, defendants in several judicial and administrative proceedings related to civil, labor and tax matters. We cannot assure you that we will obtain favorable decisions in such proceedings, that such proceedings will be dismissed, or that our provisions for such proceedings are sufficient. Unfavorable decisions that impede our operations, as had been initially planned, or that result in a claim amount that is not adequately covered by provisions in our balance sheet may adversely affect our business and financial condition.

We may be held responsible for labor liabilities of our third party contractors.

We may be held responsible for the labor liabilities of our third party contractors and obligated to pay for fines imposed by the relevant authorities in the event that our third party contractors do not comply with applicable legislation. As of December 31, 2009, we had a total of R\$71.0 million of labor liabilities and provisions for such liabilities in the amount of R\$8.9 million. 85% of the labor claims were commenced by employees of our third party contractors. An adverse result in such claims would cause an adverse effect on our business.

Failure to keep members of our senior management and/or our ability to recruit and retain qualified professionals may have a material adverse effect on our business, financial condition and results of operations.

Our future success depends on the continued service and performance of our senior management and our ability to recruit and retain qualified professionals. None of the members of our senior management are bound to long-term labor contracts or non-compete agreements and there can be no assurance that we will successfully recruit and retain qualified professionals to our management as our business grows. The loss of any key professionals or our inability to recruit or retain qualified professionals may have an adverse effect on our business, financial condition and results of operations.

Changes in Brazilian GAAP may adversely affect timing of revenue recognition.

Law No. 11,638 /07, effective as of January 1, 2008 and as amended by Law No. 11,941/09, amended the Brazilian corporate law regarding corporate accounting practices in Brazil. The changes primarily sought to update the law to facilitate the process of changing Brazilian GAAP, and permitted the CVM to issue new accounting standards and procedures substantially consistent with international accounting standards. Portions of these regulations are currently in effect. Although the changes became effective on January 1, 2010, the CVM still permits public companies to present their quarterly reports under the prior rules.

With respect to the real estate sector, CVM Resolution No. 612 dated December 22, 2009, which approved Technical Interpretation ICPC02, addresses the recognition of costs and revenues by real estate companies prior to the completion of a property and applies to financial statements from the fiscal year beginning on January 1, 2010.

Beginning on January 1, 2010, costs and revenues will be recognized only when the property is transferred to the buyer, which normally occurs upon the completion of the construction. Since we recognize our revenues during construction and before the completion of projects, these laws and regulations may adversely affect our results of operations. In addition, the process of converging Brazilian GAAP to IFRS, specifically the accounting procedures applicable to real estate companies, may have a significant impact on our financial statements and adversely impact our results of operations and dividend distributions.

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We are currently evaluating the potential effects of the new regulation. In addition, new accounting regulations and pronouncements were issued in 2009 by the CPC and CVM and became effective on January 1, 2010. There can be no assurance that these modifications will not materially and adversely affect our financial statements, in particular our revenues and our results of operations and impact the comparability of our financial statement for the year ended December 31, 2009 with our financial statements for year ending December 31, 2010.

Material weaknesses identified in our internal control over financial reporting could result in a material misstatement in our financial statements as well as result in our inability to file periodic reports within the timeframes required by federal securities laws, which could have a material adverse effect on our business and stock price.

We are required to design, implement and maintain effective controls over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis. Material weaknesses identified in our internal control over financial reporting could result in future material misstatement in our financial statements as well as result in our incurring increased costs in order to timely file periodic reports required by federal securities laws, which could have a material adverse effect on our business and stock price.

Furthermore, our independent registered public accounting firm was unable to issue an opinion on our internal control over financial reporting as of December 31, 2009, and accordingly this Form 20-F/A is deficient. Such deficiency until eventually remedied will preclude us from issuing registered securities in the United States capital markets.

Risks Relating to Brazil

Brazilian economic, political and other conditions, and Brazilian government policies or actions in response to these conditions, may negatively affect our business and results of operations and the market price of our common shares or the ADSs.

The Brazilian economy has been characterized by frequent and occasionally extensive intervention by the Brazilian government and unstable economic cycles. The Brazilian government has often changed monetary, taxation, credit, tariff and other policies to influence the course of Brazil's economy. For example, the government's actions to control inflation have at times involved setting wage and price controls, blocking access to bank accounts, imposing exchange controls and limiting imports into Brazil. We have no control over, and cannot predict, what policies or actions the Brazilian government may take in the future.

Our business, results of operations, financial condition and prospects, as well as the market prices of our common shares or the ADSs, may be adversely affected by, among others, the following factors:

- exchange rate movements;
- exchange control policies;
- expansion or contraction of the Brazilian economy, as measured by rates of growth in gross domestic product, or "GDP;"
 - inflation;
 - tax policies;

- other economic, political, diplomatic and social developments in or affecting Brazil;
 - interest rates;
- lack of credit funding provided by the government's financial institution, Caixa Economica Federal – CEF for real estate programs, such as Minha Casa, Minha Vida;

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- energy shortages;
- liquidity of domestic capital and lending markets; and
- social and political instability.

Uncertainty over whether the Brazilian government may implement changes in policy or regulations may contribute to economic uncertainty in Brazil and to heightened volatility in the Brazilian securities markets as well as securities issued abroad by Brazilian issuers. As a result, these uncertainties and other future developments in the Brazilian economy may adversely affect us and our business and results of operations and the market price of our common shares.

Inflation, and government measures to curb inflation, may adversely affect the Brazilian economy, the Brazilian securities market, our business and operations and the market prices of our common shares or the ADSs.

At times in the past, Brazil has experienced high rates of inflation. According to the General Market Price Index (Índice Geral de Preços—Mercado), or IGP-M, inflation rates in Brazil were 1.2% in 2005, 3.8% in 2006, 7.8% in 2007, 9.8% in 2008 and (1.7)% in 2009. In addition, according to the Amplified Consumer Price Index (Índice de Preços ao Consumidor Ampliado), or “IPCA,” Brazilian consumer price inflation rates were 5.05% in 2005, 3.1% in 2006, 4.5% in 2007, 5.9% in 2008 and 4.3% in 2009. Our term sales agreements usually provide for an inflation adjustment linked to the INCC. The INCC increased by 5.0% in 2006, 6.2% in 2007, 11.9% in 2008 and 3.14% in 2009. The Brazilian government’s measures to control inflation have often included maintaining a tight monetary policy with high interest rates, thereby restricting availability of credit and reducing economic growth. Inflation, actions to combat inflation and public speculation about possible additional actions have also contributed materially to economic uncertainty in Brazil and to heightened volatility in the Brazilian securities markets.

Brazil may experience high levels of inflation in future periods. Periods of higher inflation may slow the rate of growth of the Brazilian economy, which could lead to reduced demand for our products in Brazil and decreased net sales. Inflation is also likely to increase some of our costs and expenses, which we may not be able to pass on to our customers and, as a result, may reduce our profit margins and net income. In addition, high inflation generally leads to higher domestic interest rates, and, as a result, the costs of servicing our reais-denominated debt may increase, resulting in lower net income. Inflation and its effect on domestic interest rates can, in addition, lead to reduced liquidity in the domestic capital and lending markets, which could affect our ability to refinance our indebtedness in those markets. In addition, increases in inflation rates would increase the outstanding debt of our customers, which could increase default levels and affect our cash flows. Any decline in our net operating revenue or net income and any deterioration in our financial condition would also likely lead to a decline in the market price of our common shares and the ADSs.

Social, political and economic events and the perception of risks, especially in other emerging economies, may adversely affect the Brazilian economy, our business and the market price of our securities.

The Brazilian capital markets are influenced by the Brazilian market and economic conditions and, to a certain extent, by the conditions in other Latin American countries and other emerging market countries. Investors’ reactions to developments in certain countries may have an adverse effect on the market value of the securities of Brazilian issuers. Crises in other Latin American and emerging market countries normally trigger a significant outflow of funds and the reduction of foreign investment in Brazil. For example, in 2001 Argentina announced a moratorium on its public debt after a recession and a period of political instability, which affected investor perceptions towards the Brazilian capital markets for many years. Crises in other Latin American and emerging market countries may diminish investor interest in the securities of Brazilian issuers, including ours, which could negatively affect the market price of

our common shares.

The market for securities issued by Brazilian companies is influenced, to a varying degree, by international economic and market conditions generally, especially in the United States. The prices of shares traded on the BM&FBOVESPA have been historically affected by the fluctuation of interest rates and stock exchange indexes in the United States. Events in other countries or capital markets could have an adverse effect on the price of our

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shares, which could make it more difficult for us to access the capital markets and obtain financing on acceptable terms in the future, or at all.

Fluctuations in interest rates may have an adverse effect on our business and the market prices of our common shares and the ADSs.

The Central Bank establishes the basic interest rate target for the Brazilian financial system by reference to the level of economic growth of the Brazilian economy, the level of inflation and other economic indicators. Debts of companies in the real estate industries, including ours, are subject to the fluctuation of market interest rates, as established by the Central Bank. Should such interest rates increase, the costs relating to the service of our debt obligations would also increase.

As of December 31, 2009, our indebtedness was denominated in reais and subject to Brazilian floating interest rates, such as the Reference Interest Rate (Taxa Referencial), or “TR,” and the Interbank Deposit Certificate Rate (Certificado de Depósito Interbancário), or “CDI rate.” Any increase in the TR rate or the CDI rate may have an adverse impact on our financial expenses, our results of operations and on the market price of our common shares or the ADSs. We are not a party to any hedging instruments with respect to our indebtedness.

Restrictions on the movement of capital out of Brazil may adversely affect your ability to receive dividends and distributions on the ADSs and on our common shares, or the proceeds of any sale of our common shares.

Brazilian law permits the Brazilian government to impose temporary restrictions on conversions of Brazilian currency into foreign currencies and on remittances to foreign investors of proceeds from their investments in Brazil, whenever there is a serious imbalance in Brazil’s balance of payments or there are reasons to expect a pending serious imbalance. The Brazilian government last imposed remittance restrictions for approximately six months in 1989 and early 1990. The Brazilian government may take similar measures in the future. Any imposition of restrictions on conversions and remittances could hinder or prevent holders of our common shares or the ADSs from converting into U.S. dollars or other foreign currencies and remitting abroad dividends, distributions or the proceeds from any sale in Brazil of our common shares. Exchange controls could also prevent us from making payments on our U.S. dollar-denominated debt obligations and hinder our ability to access the international capital markets. As a result, exchange controls restrictions could reduce the market prices of our common shares and the ADSs.

Changes in tax laws may increase our tax burden and, as a result, adversely affect our profitability.

The Brazilian government regularly implements changes to tax regimes that may increase our and our customers’ tax burdens. These changes include modifications in the rate of assessments and, on occasion, enactment of temporary taxes, the proceeds of which are earmarked for designated governmental purposes. In April 2003, the Brazilian government presented a tax reform proposal, which was mainly designed to simplify tax assessments, to avoid internal disputes within and between the Brazilian states and municipalities, and to redistribute tax revenues. The tax reform proposal provided for changes in the rules governing the federal Social Integration Program (Programa de Integração Social), or “PIS,” the federal Contribution for Social Security Financing (Contribuição para Financiamento da Seguridade Social), or “COFINS,” the state Tax on the Circulation of Merchandise and Services (Imposto Sobre a Circulação de Mercadorias e Serviços), or “ICMS,” and other taxes. The effects of these proposed tax reform measures and any other changes that result from enactment of additional tax reforms have not been, and cannot be, quantified. However, some of these measures, if enacted, may result in increases in our overall tax burden, which could negatively affect our overall financial performance.

Risks Relating to Our Common Shares and the ADSs

International economic and market conditions, especially in the United States, may adversely affect the market price of the ADSs.

The market for securities issued by Brazilian companies is influenced, to a varying degree, by international economic and market conditions generally. Because our ADSs are listed on the New York Stock Exchange, or the “NYSE,” adverse market conditions and economic and/or political crises, especially in the United States, such as the subprime mortgage lending crisis in 2007 and 2008 and the financial and credit crises in 2008, have at times resulted in significant negative impacts on the market price of our ADSs. Despite the fact that our clients, whether financed

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by us or by Brazilian banks through resources obtained in the local market, are not directly exposed to the mortgage lending crisis in the United States, there are still uncertainties as to whether such crisis may indirectly affect homebuilders worldwide. The uncertainties generated by the subprime crisis may affect the market prices of our ADSs and could also make it more difficult for us to access the capital markets and finance our operations in the future on acceptable terms or at all.

Developments and the perception of risks in other countries, especially emerging market countries, may adversely affect the market prices of our common shares and the ADSs.

The market for securities issued by Brazilian companies is influenced, to varying degrees, by economic and market conditions in other emerging market countries, especially other Latin American countries. Although economic conditions are different in each country, the reaction of investors to developments in one country may cause the capital markets in other countries to fluctuate. Developments or adverse economic conditions in other emerging market countries have at times resulted in significant outflows of funds from, and declines in the amount of foreign currency invested in, Brazil. For example, in 2001, after a prolonged recession, followed by political instability, Argentina announced that it would no longer continue to service its public debt. The economic crisis in Argentina negatively affected investors' perceptions of Brazilian securities for several years. Economic or political crises in Latin America or other emerging markets may significantly affect perceptions of the risk inherent in investing in the region, including Brazil.

The Brazilian economy is also affected by international economic and general market conditions, especially economic and market conditions in the United States. Share prices on the São Paulo Stock Exchange (BM&F Bovespa S.A. — Bolsa de Valores Mercadorias e Futuros), or the "BM&FBOVESPA," for example, have historically been sensitive to fluctuations in U.S. interest rates as well as movements of the major U.S. stock indexes, particularly in the current worldwide economic downturn. Developments in other countries and securities markets could adversely affect the market prices of our common shares and the ADSs and could also make it more difficult for us to access the capital markets and finance our operations in the future on acceptable terms or at all.

The relative volatility and the lack of liquidity of the Brazilian securities market may adversely affect you.

The Brazilian securities market is substantially smaller, less liquid, more concentrated and more volatile than major securities markets in the United States. This may limit your ability to sell our common shares and the common shares underlying your ADSs at the price and time at which you wish to do so. The BM&FBOVESPA, the only Brazilian stock exchange, had a market capitalization of approximately US\$1.3 trillion as of December 31, 2009 and an average daily trading volume of US\$2.7 billion for 2009. In comparison, the NYSE had a market capitalization of US\$18.9 trillion as of December 31, 2009 and an average daily trading volume of approximately US\$4.9 billion for 2009.

There is also a large concentration in the Brazilian securities market. The ten largest companies in terms of market capitalization represented 50.4% of the aggregate market capitalization of the BM&FBOVESPA as of December 31, 2009. The top ten stocks in terms of trading volume accounted for 45% of all shares traded on the BM&FBOVESPA in 2009. Gafisa's average daily trading volume on the BM&FBOVESPA and in the NYSE in 2009 were US\$21.5 million and US\$19.4 million, respectively.

Shares eligible for future sale may adversely affect the market value of our common shares and the ADSs.

Certain of our shareholders have the ability, subject to applicable Brazilian laws and regulations and applicable securities laws in the relevant jurisdictions, to sell our shares and the ADSs. We cannot predict what effect future sales of our shares or ADSs may have on the market price of our shares or the ADSs. Future sales of substantial amounts of such shares or the ADSs, or the perception that such sales could occur, could adversely affect the market prices of our

shares or the ADSs.

The economic value of your investment in our company may be diluted.

We may need additional funds in the future, and as a result, we may issue additional common shares and/or convertible securities. Any additional funds obtained by such a capital increase may dilute your interest in our company. We are currently negotiating the structure for the acquisition of 20% of Alphaville's shares. This

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participation was valued at R\$126.5 million and we intend to pay for it through the issuance of 9,797,792 shares. This transaction is subject to relevant corporate authorizations. In addition, we may acquire the remaining 20% of Alphaville's shares that we currently do not own through the issuance of new shares, which we intend to complete by 2012. As a result of these new issuances of shares, you may experience additional dilution of your investment in our company. See "Item 4. Information on the Company—A. History and Development of the Company."

Holders of our common shares or the ADSs may not receive any dividends or interest on shareholders' equity.

According to our by-laws, we must generally pay our shareholders at least 25% of our annual net profit as dividends or interest on shareholders' equity, as calculated and adjusted under the Brazilian corporate law method. This adjusted net profit may be used to absorb losses or for the payment of statutory participation on profits to debenture holders, employees or members of our management, which would ultimately reduce the amount available to be paid as dividends or interest on shareholders' equity. Additionally, the Brazilian corporate law allows a publicly traded company like ours to suspend the mandatory distribution of dividends in any particular year if our board of directors informs our shareholders that such distributions would be inadvisable in view of our financial condition or cash availability. For 2003, 2004 and 2005, we did not distribute dividends. In 2007, we distributed dividends in the total amount of R\$11.0 million, or R\$0.10 per share (without giving effect to the stock split of one existing share into two newly issued shares approved at our shareholders' meeting held on February 22, 2010 and excluding shares held in treasury), for fiscal year 2006. In April 2008, our shareholders approved the distribution of dividends for the fiscal year 2007 in the amount of R\$27.0 million, or R\$0.21 per share (without giving effect to the stock split of one existing share into two newly issued shares approved at our shareholders' meeting held on February 22, 2010 and excluding shares held in treasury), which were fully paid to our shareholders on April 29, 2008. On April 30, 2009, our shareholders approved the distribution of dividends for the fiscal year 2008 in the amount of R\$26.1 million, or R\$0.20 per share (without giving effect to the stock split of one existing share into two newly issued shares approved at our shareholders' meeting held on February 22, 2010 and excluding shares held in treasury), which was fully paid to our shareholders on December 18, 2009. Based on the results of the fiscal year 2009, our management has recommended the distribution of a dividend in the amount of R\$50.7 million, or R\$0.15 per share (giving effect to the stock split of one existing share into two newly issued shares approved at our shareholders' meeting held on February 22, 2010 and excluding shares held in treasury), which will be fully paid to our shareholders during the fiscal year 2010 upon board approval. See "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividend Policy."

Holders of ADSs may find it difficult to exercise voting rights at our shareholders' meetings.

Holders of ADSs may exercise voting rights with respect to our common shares represented by ADSs only in accordance with the terms of the deposit agreement governing the ADSs. Holders of ADSs will face practical limitations in exercising their voting rights because of the additional steps involved in our communications with ADS holders. For example, we are required to publish a notice of our shareholders' meetings in specified newspapers in Brazil. Holders of our common shares will be able to exercise their voting rights by attending a shareholders' meeting in person or voting by proxy. By contrast, holders of ADSs will receive notice of a shareholders' meeting from the ADR depository following our notice to the depository requesting the depository to do so. To exercise their voting rights, holders of ADSs must instruct the ADR depository on a timely basis. This voting process necessarily will take longer for holders of ADSs than for holders of our common shares. Common shares represented by ADSs for which no timely voting instructions are received by the ADR depository from the holders of ADSs shall not be voted.

Holders of ADSs also may not receive the voting materials in time to instruct the depository to vote the common shares underlying their ADSs. In addition, the depository and its agents are not responsible for failing to carry out voting instructions of the holders of ADSs or for the manner of carrying out those voting instructions. Accordingly, holders of ADSs may not be able to exercise voting rights, and they will have little, if any, recourse if the common

shares underlying their ADSs are not voted as requested.

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No single shareholder or group of shareholders holds more than 50% of our capital stock, which may increase the opportunity for alliances between shareholders as well as conflicts between them.

No single shareholder or group of shareholders holds more than 50% of our capital stock. There is no guidance in Brazilian corporate law for publicly-held companies without an identified controlling shareholder. Due to the absence of a controlling shareholder, we may be subject to future alliances or agreements between our shareholders, which may result in the exercise of a controlling power over our company by them. In the event a controlling group is formed and decides to exercise its controlling power over our company, we may be subject to unexpected changes in our corporate governance and strategies, including the replacement of key executive officers. Additionally, we may be more vulnerable to a hostile takeover bid. The absence of a controlling group may also jeopardize our decision-making process as the minimum quorum required by law for certain decisions by shareholders may not be reached and, as a result, we cannot guarantee that our business plan will be effected. Any unexpected change in our management team, business policy or strategy, any dispute between our shareholders, or any attempt to acquire control of our company may have an adverse impact on our business and result of operations.

Holders of ADSs will not be able to enforce the rights of shareholders under our by-laws and Brazilian corporate law and may face difficulties in protecting their interests because we are subject to different corporate rules and regulations as a Brazilian company.

Holders of ADSs will not be direct shareholders of our company and will be unable to enforce the rights of shareholders under our by-laws and Brazilian corporate law.

Our corporate affairs are governed by our by-laws and Brazilian corporate law, which differ from the legal principles that would apply if we were incorporated in a jurisdiction in the United States, such as the State of Delaware or New York, or elsewhere outside Brazil. Although insider trading and price manipulation are crimes under Brazilian law, the Brazilian securities markets are not as highly regulated and supervised as the U.S. securities markets or the markets in some other jurisdictions. In addition, rules and policies against self-dealing or for preserving shareholder interests may be less well-defined and enforced in Brazil than in the United States and certain other countries, which may put holders of the ADSs at a potential disadvantage. Corporate disclosures also may be less complete or informative than for a public company in the United States or in certain other countries.

Holders of ADSs may face difficulties in serving process on or enforcing judgments against us and other persons.

We are a corporation organized under the laws of Brazil, and all of our directors and executive officers and our independent public accountants reside or are based in Brazil. Most of the assets of our company and of these other persons are located in Brazil. As a result, it may not be possible for holders of ADSs to effect service of process upon us or these other persons within the United States or other jurisdictions outside Brazil or to enforce against us or these other persons judgments obtained in the United States or other jurisdictions outside Brazil. Because judgments of U.S. courts for civil liabilities based upon the U.S. federal securities laws may be enforced in Brazil only if certain conditions are met, holders may face greater difficulties in protecting their interests in the case of actions by us or our directors or executive officers than would shareholders of a U.S. corporation.

Changes in Brazilian tax laws may have an adverse impact on the taxes applicable to a disposition of the ADSs.

According to Law No. 10,833 of December 29, 2003, the disposition of assets located in Brazil by a non-resident to either a Brazilian resident or a non-resident is subject to taxation in Brazil, regardless of whether the disposition occurs outside or within Brazil. In these terms, gains arising from a disposition of our common shares by a non-resident of Brazil to another non-resident of Brazil are subject to income tax.

Our interpretation of Law No. 10,833 is that ADSs should not be regarded as assets located in Brazil. Accordingly, the disposition of our ADSs by a non-resident to either a Brazilian resident or a non-resident should not be subject to taxation in Brazil. However, in the event that a disposition of our ADSs is considered a disposition of assets located in Brazil, this tax law could result in the imposition of withholding taxes on the disposition of our ADSs by a non-resident of Brazil. We are not aware of precedents on the application of Law No. 10,833 to ADSs

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and, accordingly, we are unable to predict whether Brazilian courts would apply it to a disposition of our ADSs by a non-resident of Brazil. See “Item 10. Additional Information—E. Taxation—Brazilian Tax Considerations—Gains.”

Any gain or loss recognized by a U.S. Holder (as defined in “Item 10. Additional Information—E. Taxation—Material U.S. Federal Income Tax Considerations”) would be treated as U.S. source gain or loss for all foreign tax credit purposes. U.S. Holders should consult their tax advisers as to whether the Brazilian tax on gain would be creditable against the holder’s U.S. federal income tax on foreign-source income from other sources.

Judgments of Brazilian courts with respect to our common shares will be payable only in reais.

If proceedings are brought in the courts of Brazil seeking to enforce our obligations in respect of the common shares, we will not be required to discharge our obligations in a currency other than reais. Under Brazilian exchange control limitations, an obligation in Brazil to pay amounts denominated in a currency other than reais may be satisfied in Brazilian currency only at the exchange rate, as determined by the Central Bank, in effect on the date the judgment is obtained, and such amounts are then adjusted to reflect exchange rate variations through the effective payment date. The then, prevailing exchange rate may not afford non-Brazilian investors with full compensation for any claim arising out of or related to our obligations under our common shares or the ADSs.

Holders of ADSs may be unable to exercise preemptive rights with respect to our common shares underlying the ADSs.

Holders of ADSs will be unable to exercise the preemptive rights relating to our common shares underlying ADSs unless a registration statement under the U.S. Securities Act of 1933, as amended, or the “Securities Act,” is effective with respect to those rights or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file a registration statement with respect to the shares relating to these preemptive rights or to take any other action to make preemptive rights available to holders of ADSs. We may decide, in our discretion, not to file any such registration statement. If we do not file a registration statement or if we, after consultation with the ADR depositary, decide not to make preemptive rights available to holders of ADSs, those holders may receive only the net proceeds from the sale of their preemptive rights by the depositary, or if they are not sold, their preemptive rights will be allowed to lapse.

An exchange of ADSs for common shares risks loss of certain foreign currency remittance and Brazilian tax advantages.

The ADSs benefit from the certificate of foreign capital registration, which permits Citibank N.A., as depositary, to convert dividends and other distributions with respect to our common shares into foreign currency, and to remit the proceeds abroad. Holders of ADSs who exchange their ADSs for common shares will then be entitled to rely on the depositary’s certificate of foreign capital registration for five business days from the date of exchange. Thereafter, they will not be able to remit non-Brazilian currency abroad unless they obtain their own certificate of foreign capital registration, or unless they qualify under Resolution CMN 2,689, which entitles certain investors to buy and sell shares on Brazilian stock exchanges without obtaining separate certificates of registration.

If holders of ADSs do not qualify under Resolution CMN 2,689, they will generally be subject to less favorable tax treatment on distributions with respect to our common shares. There can be no assurance that the depositary’s certificate of registration or any certificate of foreign capital registration obtained by holders of ADSs will not be affected by future legislative or regulatory changes, or that additional Brazilian law restrictions applicable to their investment in the ADSs may not be imposed in the future.

Our bylaws do not contain any provisions that discourage hostile takeovers.

No single shareholder or group of shareholders holds more than 50% of our capital stock. In addition, our bylaws do not contain any provisions that discourage or prohibit our acquisition or the acquisition of a significant share of our capital stock. The absence of such provisions makes us vulnerable to future acquisitions by our existing shareholders or new investors, which could result in significant changes in our management and strategy, adversely affecting us. We may default on certain of our material contracts in the event we cease to have a dispersed ownership control structure.

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A portion of the compensation of our officers and members of the senior management is paid in form of stock options, which could tie their interest to the market price of our shares and ADSs.

We have established stock option plans for our officers and members of our senior management. Potential benefits under the stock option plans are tied to the appreciation of the market price of our shares and ADSs.

As a result, our compensation policy may influence our officers and members of the senior management and their interest to the market price of our shares and ADSs, which may conflict with the interests of our shareholders. Our officers and members of the senior management may be influenced to focus on short-term rather than long-term results because a significant portion of their compensation is tied to our results and the market price of our shares and ADSs. See “Item 6. Directors, Senior Management and Employees—E. Share Ownership—Stock Option Plans” in this annual report.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

General

Gafisa S.A. is a corporation organized under the laws of Brazil. We were incorporated on November 12, 1996 for an indefinite term. Our registered and principal executive offices are located at Av. Nações Unidas No. 8,501, 19th floor, 05425-070, São Paulo, SP, Brazil, and our general telephone and fax numbers are + 55 (11) 3025-9000 and + 55 (11) 3025-9348, respectively.

We are a leading diversified national homebuilder serving all demographic segments of the Brazilian market. Established over 55 years ago, we have completed and sold more than 980 developments and constructed over 11 million square meters of housing, which we believe is more than any other homebuilder in Brazil. Recognized as one of the foremost professionally-managed homebuilders, we are also one of the best-known brands in the real estate development market, enjoying a reputation among potential homebuyers, brokers, lenders, landowners, and competitors for quality, consistency and professionalism. Our brands include Tenda, which serves the affordable entry-level housing segments, Gafisa, which offers a variety of residential options to the mid to higher income segments and Alphaville, which focuses on the identification, development and sale of high quality residential communities. In addition, we provide construction services to third parties.

Our core business is the development of high-quality residential units in attractive locations. For the year ended December 31, 2009, approximately 55% of the value of our launches was derived from high and mid high-level residential developments under the Gafisa brand. We are also engaged in the development of land subdivisions, also known as residential communities, representing approximately 18% of the value of our launches under the Alphaville brand, and affordable entry-level housing, which represents approximately 27% of the value of our launches under the Tenda brand. In addition, we provide construction services to third parties.

We are one of Brazil’s most geographically-diversified homebuilders and currently operate in more than 120 cities, including São Paulo, Rio de Janeiro, Salvador, Fortaleza, Natal, Curitiba, Belo Horizonte, Manaus, Porto Alegre and Belém, across 21 states and the Federal District. Many of these developments are located in markets where few large competitors currently operate. For the year ended December 31, 2009, approximately 37% of the value of our launches were derived from our operations outside the states of São Paulo and Rio de Janeiro.

Our common shares are listed on the BM&FBOVESPA under the symbol “GFSA3” and the ADSs are listed on the NYSE under the symbol “GFA.”

Our agent for services of process in the United States is National Corporate Research, Ltd. located at 10 East 40th Street, 10th floor, New York, NY 10016.

Historical Background and Recent Developments

Gomes de Almeida Fernandes Ltda., or “GAF,” was established in 1954 in the city of Rio de Janeiro with operations in the real estate markets in the cities of Rio de Janeiro and São Paulo. In December 1997, GP Investimentos S.A. and its affiliates, or “GP,” entered into a partnership with the shareholders of GAF to create

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Gafisa S.A. In 2004, as a result of a corporate restructuring, GP assumed a controlling position in our company. In 2005, an affiliate of Equity International Management, LLC, or “Equity International,” acquired approximately 32% of our company through a capital contribution. In February 2006, we concluded our initial public offering in Brazil, resulting in a public float of approximately 47% of our total share capital at the conclusion of the offering.

In September 2006, we created a new subsidiary, Gafisa Vendas Intermediação Imobiliária Ltda., or “Gafisa Vendas,” to function as our internal sales division in the state of São Paulo. Gafisa Vendas has strengthened our market position and reduced our need for external brokerage companies. This wholly-owned subsidiary promotes sales of our projects in the state of São Paulo. Gafisa Vendas focuses its efforts on: (1) launches – our internal sales force focuses on promoting launches of our developments; however, we also use outside brokers, thus creating what we believe is a healthy competition between our sales force and outside brokers; (2) inventory – Gafisa Vendas has a team focused on selling units launched in prior years; and (3) web sales – Gafisa Vendas has a sales team dedicated to internet sales as an alternative source of revenues with lower costs.

In October 2006, we entered into an agreement to acquire 100% of Alphaville Urbanismo S.A., or “Alphaville,” one of the largest residential community development companies in Brazil focused on the identification, development and sale of high quality residential communities in the metropolitan regions throughout Brazil targeted at upper and upper-middle income families. On January 8, 2007, we successfully completed the acquisition of 60% of Alphaville’s shares for R\$198.4 million, of which R\$20 million was paid in cash and the remaining R\$178.4 million was paid in exchange for 6.4 million common shares of Gafisa. The acquisition agreement provides that we will purchase the remaining 40% in two phases, with 20% in 2010 and the remaining 20% by 2012 in cash or shares issued by us, at our sole discretion. Alphaville is operating as one of our subsidiaries based in the city of Barueri, within the metropolitan region of São Paulo.

On February 1, 2007, we created a branch of Gafisa Vendas in Rio de Janeiro, or “Gafisa Vendas Rio,” to function as our internal sales division in the metropolitan region of Rio de Janeiro. Gafisa Vendas Rio has strengthened our market position and reduced our need for external brokerage companies in the metropolitan region of Rio de Janeiro. Gafisa Vendas Rio focuses its efforts in the same activities of Gafisa Vendas.

On March 15, 2007, we created a new wholly-owned subsidiary, Fit Residencial Empreendimentos Imobiliários Ltda., or “FIT,” (which, on October 21, 2008, was merged into Tenda, as described below) for the development, construction and management of low and mid low income residential projects.

On March 17, 2007, we concluded our initial public offering of common shares in the United States, resulting in a public float of 78.6% of our total share capital at the conclusion of the offering. Upon completion of the offering, entities related to Equity International and GP beneficially owned 14.2% and 7.3% of our total capital stock, respectively.

In June 2007, Brazil Development Equity Investments, LLC, a company affiliated to GP, sold its remaining stake in our company (7.1% of our capital stock at the time).

In October 2007, we entered into an agreement with Cipesa Engenharia S.A., or “Cipesa,” one of the leading homebuilder in the state of Alagoas. Under the agreement, Gafisa and Cipesa established a new company named Cipesa Empreendimentos Imobiliários S.A., or “Nova Cipesa,” in which 70% of the interest ownership is held by Gafisa and the remaining 30% is held by Cipesa. Gafisa capitalized Nova Cipesa with R\$50 million in cash and acquired shares of Nova Cipesa held by Cipesa in the amount of R\$15 million (which was payable over a period of one year). Cipesa is entitled to an earn-out of 2% of the potential sales value launched by Nova Cipesa until 2014. This earn-out is capped at R\$25 million.

In January 2008, we formed an unincorporated venture. As of December 31, 2009, the fully subscribed and paid capital of the venture was of R\$313.1 million, represented by 13,084,000 Class A quotas fully paid by us and 300,000,000 Class B quotas from our venture partners. The venture will use these funds to acquire equity investments in real estate developments and to make capital contributions in our subsidiaries. Since investment decisions are made by all venture partners, we recorded R\$300 million as venture partners obligations, which is due on January 31, 2014. The venture partners receive an annual dividend substantially equivalent to the variation in the Interbank Certificate of Deposit (CDI) rate and as of December 31, 2009, we recorded a provision in the amount of R\$11.0 million for such purpose. The venture's charter provides that we must comply with certain covenants in our

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capacity as lead partner, which include the maintenance of minimum net debt and receivables. We are currently in compliance with these covenants.

On October 21, 2008, Gafisa and Tenda concluded a business combination in which Gafisa's wholly-owned subsidiary FIT was merged into Tenda. The purpose of the merger was to consolidate the activities of FIT and Tenda in the low income sector in Brazil and to develop real estate units with an average value of less than R\$200,000. As a result of the business combination, Gafisa became the owner of 60.0% of the total and voting capital stock of Tenda and FIT was merged into Tenda.

On February 27, 2009, Gafisa and Odebrecht Empreendimentos S.A., or "Odebrecht," entered into an agreement to terminate the partnership created in February 2007 for the development, construction and management of large scale, low income residential projects with more than 1,000 units each. Gafisa withdrew from Bairro Novo Empreendimentos Imobiliários S.A., or "Bairro Novo," and, as a consequence, terminated the shareholders' agreement it had entered into with Odebrecht. The ongoing real estate developments which were being jointly developed by Gafisa and Odebrecht were separated as follows: Gafisa continued developing the Empreendimento Imobiliário Bairro Novo Cotia, or "Bairro Novo Cotia" and Odebrecht continued developing the other real estate developments of the partnership as well as the operations of Bairro Novo. On June 29, 2009, Gafisa sold its equity participation in the company developing the Bairro Novo Cotia real estate venture to Tenda.

On December 30, 2009, the shareholders of Gafisa and Tenda approved a corporate restructuring to consolidate Gafisa's noncontrolling share ownership in Tenda. The restructuring was accomplished by exchanging all of the remaining Tenda shares not held by Gafisa into Gafisa shares (merger of shares). As a result of the restructuring, Tenda became a wholly-owned subsidiary of Gafisa.

We are currently negotiating the structure for the acquisition of 20% of Alphaville's shares. This participation was valued at R\$126.5 million and we intend to pay for it through the issuance of 9,797,792 shares. This transaction is subject to relevant corporate authorizations. In addition, we may acquire the remaining 20% of Alphaville's shares that we currently do not own by 2012.

Capital Expenditures

In 2007, we invested R\$61.3 million in property and equipment, primarily information technology equipment, software, expenses for the construction of sales stands, facilities, model apartments and related furnishings and new office facilities in Rio de Janeiro and in São Paulo. Our main investments during the period were construction of sales stands of R\$37.0 million and the implementation of SAP that totaled R\$7.5 million. In addition, investments in information technology equipment and software totaled R\$1.5 million, and office facilities totaled R\$2.3 million.

In 2008, we invested R\$63.1 million in property and equipment, primarily information technology equipment, software, expenses for the construction of sales stands, facilities, model apartments and related furnishings and new office facilities in Rio de Janeiro and in São Paulo. Our main investments during the period were the construction of sales stands, which totaled R\$35.5 million, investments in information technology equipment and software, which totaled R\$3.7 million, in office facilities, which totaled R\$4.2 million and the SAP implementation, which totaled R\$2.0 million.

In 2009, we invested R\$45.1 million in property and equipment, primarily information technology equipment, software, expenses for the construction of sales stands, facilities, model apartments and related furnishings and new office facilities in São Paulo. Our main investments during the period were the construction of sales stands, which totaled R\$23.2 million, investments in information technology equipment and software, which totaled R\$4.9 million, in office facilities, which totaled R\$7.6 million and the SAP implementation, which totaled R\$5.0 million. We also

had a reduction in restricted cash due to guaranteed financing of R\$29.7 million.

Our capital expenditures are all made in Brazil and are usually funded by internal sources. We currently do not have any significant capital expenditures in progress.

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B. Business Overview

General Overview

We believe we are one of Brazil's leading homebuilders. Over the last 50 years, Gafisa has been recognized as one of the foremost professionally-managed homebuilders, having completed and sold more than 980 developments and constructed over 11 million square meters of housing, which we believe is more than any other residential development company in Brazil. We believe our brands "Gafisa," "Alphaville," and "Tenda" are well-known brands in the Brazilian real estate development market, enjoying a reputation among potential homebuyers, brokers, lenders, landowners and competitors for quality, consistency and professionalism.

Our core business is the development of high-quality residential units in attractive locations. For the year ended December 31, 2009, approximately 55% of the value of our launches was derived from high and mid high-level residential developments under the Gafisa brand. We are also engaged in the development of land subdivisions, also known as residential communities, representing approximately 18% of the value of our launches under the Alphaville brand, and affordable entry-level housing, which represents approximately 27% of the value of our launches under the Tenda brand. In addition, we provide construction services to third parties.

We are one of Brazil's most geographically-diversified homebuilders currently operating in more than 120 municipalities, including São Paulo, Rio de Janeiro, Salvador, Fortaleza, Natal, Curitiba, Belo Horizonte, Manaus, Porto Alegre and Belém, across 21 states and the Federal District, which represents approximately 90% of the national population and approximately 89% of the gross domestic product as of December 31, 2009. Many of these developments are located in markets where few large competitors currently operate. For the year ended December 31, 2009 approximately 37% of the value of our launches was derived from our operations outside the states of São Paulo and Rio de Janeiro.

Our Markets

We are present in more than 120 municipalities, including Ananindeua, Aracajú, Barueri, Bauru, Belém, Belford Roxo, Belo Horizonte, Betim, Brasília, Camaçari, Campina Grande, Campinas, Campo Grande, Caruaru, Caxias do Sul, Contagem, Cotia, Cuiabá, Curitiba, Diadema, Duque de Caxias, Fortaleza, Foz do Iguaçu, Goiânia, Governador Valadares, Gramado, Gravataí, Jandira, João Pessoa, Juiz de Fora, Lauro de Freitas, Londrina, Macaé, Maceió, Manaus, Mossoró, Natal, Niterói, Nova Iguaçu, Nova Lima, Petrópolis, Piracicaba, Porto Alegre, Porto Velho, Recife, Resende, Ribeirão Preto, Rio das Ostras, Rio de Janeiro, Sabará, Salvador, Santos, São Bernardo do Campo, São Gonçalo, São José dos Campos, São Luis, São Paulo, São Vicente, Sobradinho, Sorocaba, Suzano, Teresina, Uberlândia, Vila Velha and Vitória, across 21 states and the Federal District throughout Brazil.

Our Real Estate Activities

Our real estate business includes the following activities:

- developments for sale of:
 - residential units,
 - land subdivisions (also known as residential communities), and
 - commercial buildings;

- construction services to third parties; and
- sale of units through our brokerage subsidiaries, Gafisa Vendas and Gafisa Vendas Rio, jointly referred to as “Gafisa Vendas.”

The table below sets forth our sales from new developments generated for each of our real estate activities and as a percentage of total real estate amount generated during the periods presented:

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	For year ended December 31,					
	2009 (1)	2009	2008 (2)	2008	2007	2007
	(in thousands of R\$)	(% of total)	(in thousands of R\$)	(% of total)	(in thousands of R\$)	(% of total)
Residential buildings	1,726,399	73.9	1,829,780	80.4	1,348,811	81.2
Land subdivisions	419,512	17.6	405,678	17.8	249,916	15.0
Commercial	155,313	6.5	3,100	0.1	27,877	1.7
Pre-sales	2,301,224	98.0	2,238,558	98.4	1,626,604	97.9
Construction services	47,999	2.0	37,268	1.6	35,121	2.1
Total real estate sales	2,386,831	100.0	2,275,826	100.0	1,661,725	100.0

(1) Consolidates all sales of Tenda since January 1, 2009.

(2) Includes sales of Tenda since October 22, 2008.

Developments for Sale

The table below provides information on our developments for sale activities during the periods presented:

	As of and for year ended December 31,		
	2009	2008	2007
	(in thousands of R\$, unless otherwise stated)		
São Paulo			
Potential sales value of units launched(1)	804,937	918,156	742,712
Developments launched	11	13	11
Usable area (m2)(2)	157,755	288,028	250,185
Units launched(3)	1,490	2,301	2,040
Average sales price (R\$/m2)(2)	5,102	3,188	2,969
Rio de Janeiro			
Potential sales value of units launched(1)	95,955	443,516	510,639
Developments launched	3	8	11
Usable area (m2)(2)	19,015	196,189	177,428
Units launched(3)	436	837	2,020
Average sales price (R\$/m2)(2)(4)	5,046	2,261	2,878
Other States			
Potential sales value of units launched(1)	363,628	551,728	444,852
Developments launched	13	15	14
Usable area (m2)(2)	138,128	163,610	166,321
Units launched(3)	1,512	1,811	1,804
Average sales price (R\$/m2)(2)(4)	2,633	3,372	2,675
Total Gafisa			
Potential sales value of units launched(1)	1,264,520	1,913,400	1,698,203
Developments launched	27	36	36
Usable area (m2)(2)	314,898	647,827	593,934
Units launched(3)	3,438	4,949	5,864

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Average sales price (R\$/m2)(2)(4)	4,016	2,954	2,859
Alphaville			
Potential sales value of units launched(1)	419,512	312,515	237,367
Developments launched	11	11	6
Usable area (m2)(2)	1,039,434	956,665	1,160,427
Units launched(3)	1,912	1,818	1,489
Average sales price (R\$/m2)(2)(4)	403	327	686
Tenda(5)(6)			
Potential sales value of units launched(1)	617,191	1,448,325	—
Developments launched	30	1	—
Usable area (m2)(2)	—	—	—

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	As of and for year ended December		
	2009	31, 2008	2007
	(in thousands of R\$, unless otherwise stated)		
Units launched(3)	5,751	112	—
Average sales price (R\$/m2)(2)(4)	—	—	—
FIT(7)			
Potential sales value of units launched(1)	—	496,147	263,359
Developments launched	—	16	10
Usable area (m2)(2)	—	—	149,842
Units launched(3)	—	3,759	2,459
Average sales price (R\$/m2)(2)(4)	—	—	1,896
Bairro Novo(8)			
Potential sales value of units launched(1)	—	25,311	37,000
Developments launched	—	1	1
Usable area (m2)(2)	—	16,487	23,618
Units launched(3)	—	325	503
Average sales price (R\$/m2)(2)(4)	—	1,535	1,567

(1) Potential sales value is calculated by multiplying the number of units sold in a development by the unit sales price.

(2) One square meter is equal to approximately 10.76 square feet.

(3) The units delivered in exchange for land pursuant to swap agreements are not included.

(4) Average sales price per square meter excludes the land subdivisions. Average sales price per square meter (including land subdivisions and excluding Tenda's ventures) was R\$1,369, R\$1,225 and R\$1,137 in 2009, 2008 and 2007, respectively.

(5) Because Tenda launched very few units in 2008, we believe the full impact of the merger was not reflected until 2009.

(6) On December 30, 2009, the shareholders of Gafisa and Tenda approved a corporate restructuring to consolidate Gafisa's noncontrolling share ownership in Tenda. The restructuring was accomplished by exchanging all of the remaining Tenda shares not held by Gafisa into Gafisa shares (merger of shares). As a result of the restructuring, Tenda became a wholly-owned subsidiary of Gafisa.

(7) FIT was merged into Tenda on October 21, 2008.

(8) On February 27, 2009, Gafisa and Odebrecht entered into an agreement to terminate the partnership created in February 2007 for the development, construction and management of large scale, low income residential projects with more than 1,000 units each. Gafisa withdrew from Bairro Novo, terminating the Shareholders' Agreement then effective between Gafisa and Odebrecht. Therefore Gafisa is no longer a partner in Bairro Novo. The ongoing real estate ventures that were being jointly developed by the parties were separated as follows: Gafisa continued developing the Bairro Novo Cotia real estate venture and Odebrecht continued developing the other real estate ventures of the dissolved partnership, in addition to the operations of Bairro Novo. Further, on June 29, 2009, Gafisa sold its equity participation in the company developing the Bairro Novo Cotia real estate venture to Tenda.

Our developments for sale are divided into three broad categories: (1) residential buildings, (2) land subdivisions, and (3) commercial buildings.

Overview of Residential Buildings

In the residential buildings product category, we develop three main types of products: (1) luxury buildings targeted at upper-income customers; (2) buildings targeted at middle-income customers; and (3) affordable entry-level housing targeted at lower-income customers. Quality residential buildings for middle- and upper-income customers are our core products and we have developed them since our inception. A significant portion of our

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residential developments is located in São Paulo and Rio de Janeiro where we have held a leading position over the past five years based upon area of total construction. However, we began our national expansion to pursue highly profitable opportunities in residential buildings outside these cities. For the year ended December 31, 2009, approximately 37% of the value of our launches was derived from our operations outside the states of São Paulo and Rio de Janeiro.

Luxury Buildings

Luxury buildings are a high margin niche. Units usually have over 180 square meters of private area, at least four bedrooms and three parking spaces. Typically, this product is fitted with modern, top-quality materials designed by brand-name manufacturers. The development usually includes swimming pools, gyms, visitor parking, and other amenities. Average price per square meter generally is higher than approximately R\$3,600 (US\$1,540). Luxury building developments are targeted to families with monthly household incomes in excess of approximately R\$20,000 (US\$8,558).

The table below sets forth our luxury building developments launched between January 1, 2007 and December 31, 2009:

Project Description	Year Launched	Gafisa		Completion Year	Number of Units (2)	Units Sold
		Participation (%)	Usable Area (m ²) (1) (2)			(%) (As of December 31, 2009)
Horto – Phase 1	2007	50	44,563	2010	180	98
Vision	2007	100	19,712	2010	284	76
Supremo	2007	100	34,864	2011	192	86
London Green – Phase 2	2008	100	15,009	2010	140	67
Horto – Phase 2	2008	50	44,596	2011	184	97
Costa Maggiore	2008	50	9,386	2010	60	87
Alphaville Berra da Tijuca	2008	65	170,010	2011	259	88
Chácara Sant'Anna	2008	50	30,517	2011	158	54
Details	2008	100	7,802	2011	38	63
Quintas do Pontal	2008	100	21,915	2010	91	20
Laguna di Mare	2008	80	17,454	2011	146	17
Nouvelle	2008	100	5,367	2012	12	7
MontBlanc	2008	80	30,479	2011	112	22
Manhattan Square – Phase 1 Com	2008	50	25,804	2011	716	40
Reserva Laranjeiras	2008	100	11,740	2010	108	97
Verdemar – Phase 2	2009	100	12,593	2011	77	39
Centro Empresarial Madureira	2009	100	5,836	2011	195	78
Supremo Ipiranga	2009	100	13,904	2012	108	59
Sorocaba	2009	100	7,046	2012	81	79
Vista Santana	2009	100	27,897	2012	179	80
The Place	2009	80	7,481	2012	21	43
Magno	2009	100	8,686	2012	34	90
Paulista Corporate	2009	100	5,615	2011	97	69
London Ville	2009	100	18,768	2012	195	24
Vision Brooklin	2009	100	20,536	2012	266	71
IT Style	2009	100	16,208	2013	204	37

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- (1) One square meter is equal to approximately 10.76 square feet.
- (2) Values for 100% of the building development.

Middle Income Buildings

Buildings targeted at middle-income customers have accounted for the majority of our sales since our inception. Units usually have between 90 and 180 square meters of private area, three or four bedrooms and two to three underground parking spaces. Buildings are usually developed in large tracts of land as part of multi-building developments and, to a lesser extent, in smaller lots in attractive neighborhoods. Average price per square meter ranges from approximately R\$2,000 to R\$3,600 (US\$856 to US\$1,540). Developments in Rio de Janeiro tend to be larger due to the large tracts of land available in Barra da Tijuca. Middle-income building developments are tailored to customers with monthly household incomes between approximately R\$5,000 and R\$20,000 (approximately US\$2,139 and US\$8,558).

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The restated table below sets forth our middle-income building developments launched between January 1, 2007 and December 31, 2009:

Restated

Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m2) (1) (2)	Completion Year	Number of Units (2)	(%) Sold (As of December 31, 2009)
Collori	2006	100	39,462	2010	167	100
Península FIT	2006	100	24,080	2010	93	97
Blue Land	2006	100	18,252	2010	120	99
Vivance Res. Service	2006	100	14,717	2010	187	98
CSF Acácia	2007	100	23,461	2010	192	100
Olimpic Bosque da Saúde	2007	100	19,150	2010	148	81
Magic	2007	100	31,487	2010	268	42
London Green	2007	100	28,998	2010	300	67
GrandValley Niterói	2007	100	17,905	2010	161	93
SunValley	2007	100	7,031	2011	58	44
Reserva Santa Cecília	2007	80	15,854	2010	122	22
Solares da Vila Maria	2007	100	13,376	2010	100	100
Acqua Residence – Phase 2	2007	100	7,136	2010	72	40
Bella Vista	2007	100	15,406	2010	116	36
Parc Paradiso – Phase 2	2007	90	10,427	2010	108	95
Parc Paradiso – Phase 1	2007	90	35,987	2010	324	95
Privilege Residencial	2007	80	16,173	2010	194	82
Orbit	2007	100	11,332	2010	185	30
JTR – Phase 3	2007	50	8,520	2010	140	47
Enseada das Orquídeas	2007	80	52,589	2011	475	72
Horizonte	2007	60	7,505	2010	29	80
Secret Garden	2007	100	15,344	2010	252	66
Evidence	2007	50	23,487	2010	144	59
Acquarelle	2007	85	17,742	2010	259	66
Art Ville	2007	50	16,157	2010	263	92
Isla	2007	100	31,423	2010	240	88
Grand Valley	2007	100	16,908	2010	240	61
Acqua Residence – Phase 1	2007	100	28,400	2010	380	40
Celebrare	2007	100	14,679	2010	188	77
Reserva do Lago	2007	50	16,800	2010	96	81
Parque Barueri	2008	50	58,437	2012	677	65
Brink - Campo Limpo – Phase 1	2008	100	17,280	2010	191	55
Patio Condominio Clube – Phase 1A	2008	100	20,741	2011	192	21
Mansão Imperial – Phase 1	2008	100	18,778	2011	87	17
Reserva do Bosque - Lauro Sodré – Phase 2	2009	100	16,801	2011	141	71
	2008	100	29,199	2011	278	45

Alegria - Mãe dos Homens –
Phase 1

Dubai	2008	50	19,316	2011	240	43
Reserva do Bosque – Phase 1	2009	100	16,606	2011	134	97
Ecolive	2008	100	12,255	2011	122	50
Manhattan Square - Res 2	2008	50	28,926	2011	270	20
Manhattan Square - Res 3	2008	50	37,879	2011	621	22
Reserva Santa Cecília	2008	100	8,350	2010	92	3
Mistral	2009	1	1,856	2011	25	82
Terraças Tatuapé	2008	100	14,386	2011	105	28
Barueri II – Phase 1	2008	100	58,437	2011	677	50
Carpe Diem - Belém – Pará	2008	70	13,951	2011	90	53
Grand Park - Parque das Águas – Phase 2	2008	50	12,960	2011	150	55
Verdemar – Phase 2	2008	100	12,583	2011	77	55
Nova Petropolis	2008	100	41,182	2011	300	36
Terraças Alto da Lapa	2008	100	24,525	2010	192	68
Raízes Granja Viana	2008	50	18,022	2010	73	35
Magnific	2008	100	10,969	2010	31	61
Carpe Diem – Itacoatiara	2008	80	12,667	2010	116	47
Brink – Phase 2 – Campo Limpo	2009	100	8,576	2010	95	71
Alegria – Phase 2	2009	100	14,599	2011	139	57
Canto dos Pássaros	2009	80	7,428	2011	112	29
Grand Park - Parque Árvores - Seringueira(1)	2009	50	5,576	2011	76	98
Vila Nova São José – Phase 1 – Metropolitan	2009	100	10,370	2011	96	38
Grand Park - Parque Árvores - Salgueiro(1)	2009	50	5,576	2011	76	100

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Project Description	Year Launched	Gafisa Participation (%)	Restated		Completion Year	Number of Units (2)	(%) Sold (As of December 31, 2009)
			Usable Area (m2) (1) (2)				
Brotas	2009	50	18,809		2012	356	99
Grand Park Árvores – Bambu	2009	50	5,576		2011	76	98
PA 11 - Reserva Ibiapaba – Phase 1	2009	80	14,914		2012	263	66
Acupe – BA	2009	50	12,105		2012	190	91
Reserva Ibiapaba – Phase 2 (2)	2009	80	7,457		2012	132	66
Parque Maceió – Phase 2	2009	50	14,478		2011	252	3
Vista Patamares	2009	50	24,883		2012	336	7
City Park Exclusive	2009	50	8,779		2011	146	14
Stake Aquisition Horizonte	2009	80	1,501		2010	6	100
Stake Aquisition Parc Paradiso	2009	95	2,321		2010	22	100
Stake Aquisition Carpe Diem – Belem	2009	80	1,395		2011	9	61
Stake Aquisition Mistral	2009	80	1,485		2011	20	79
Stake Aquisition Reserva Bosque Resort – Phase 1	2009	80	3,321		2011	27	97
Stake Aquisition Reserva Bosque Resort – Phase 2	2009	80	3,360		2011	28	68

(1) One square meter is equal to approximately 10.76 square feet.

(2) Values for 100% of the building development.

Affordable Entry-Level Developments

Affordable entry-level housing consists of building and house units. Units usually have between 42 to 60 square meters of indoor private area and two to three bedrooms. Average price per square meter ranges from approximately R\$1,500 to R\$2,000 (approximately US\$861 to US\$1,149). Affordable entry-level housing developments are tailored to families with monthly household incomes between approximately R\$1,600 and R\$5,000 (approximately US\$919 and US\$2,872).

As part of our strategy of expanding our foothold in the affordable entry-level residential market, we incorporated on March 15, 2007 a wholly-owned subsidiary, FIT, to focus exclusively on this market. The principal emphasis of FIT was on five standardized residential developments in the outer parts of large metropolitan regions. Financing for FIT's developments primarily came from one of the Brazilian largest government-owned banks called Caixa Econômica Federal, or the "CEF," and such financing was structured so that customers paid low monthly installments without increasing our credit risk.

On October 21, 2008, Gafisa and Tenda concluded a business combination in which Gafisa's wholly-owned subsidiary FIT was merged into Tenda. The purpose of the merger was to consolidate the activities of FIT and Tenda in the low income sector in Brazil and to develop real estate units with an average value of less than R\$200,000. As a result of the business combination, Gafisa received 60.0% of the total and voting capital stock of Tenda and FIT was merged into Tenda. Because Tenda launched very few units in 2008, we believe the full impact of the merger was not reflected in Gafisa's results of operations until 2009.

On December 30, 2009, the shareholders of Gafisa and Tenda approved a corporate restructuring to consolidate Gafisa's noncontrolling share ownership in Tenda. The restructuring was accomplished by exchanging all of the remaining Tenda shares not held by Gafisa into Gafisa shares (merger of shares). As a result of the restructuring, Tenda became a wholly-owned subsidiary of Gafisa.

The restated table below sets forth our affordable entry-level housing developments launched by us between January 1, 2007 and December 31, 2009:

Project Description	Year Launched	Restated		Completion Year	Number of Units (2)	Units Sold (%) (as of December 31, 2009)
		Gafisa Participation (%)	Usable Area (m2) (1) (2)			
Vila Real Life - Sitio Cia	2009	100	10,603.00	2011	178	99

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Restated

Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m2) (1) (2)	Completion Year	Number of Units (2)	Units Sold (%) (as of December 31, 2009)
FIT Giardino – Phase 1	2009	80	10,864.24	2011	259	10
FIT Icoaraci	2009	80	6,540.65	2011	294	47
Le Grand Vila Real Tower	2009	100	1,588.18	2011	92	100
Green Park Life Residence	2009	100	16,002.25	2012	220	59
Vermont Life	2009	100	11,747.60	2011	192	27
FIT Dom Jaime - Bosque dos Passaros	2009	100	6,466.06	2011	364	54
Bairro Novo – Phase 3	2009	100	26,111.00	2010	448	100
Bariloche	2009	100	1,457.09	2011	80	100
Mirante do Lago – Phase 2A	2009	70	8,664.48	2011	188	59
Diamond	2009	100	11,927.00	Canceled	312	7
Parma	2009	100	5,717.44	2010	36	100
Marumbi – Phase 1	2009	100	29,989.47	2011	335	46
Bosque das Palmeiras	2009	100	2,098.21	2011	144	100
Residencial Club Gaudi Life	2009	100	15,383.79	2011	300	81
Tony - Passos – Phase 1 - Recanto das Rosas	2009	100	23,995.86	2012	240	80
Residencial Jardim Alvorada	2009	100	10,319.69	2011	180	93
FIT Bosque Itaquera	2009	100	15,558.91	2012	256	94
FIT Lago dos Patos	2009	100	14,888.85	2011	140	99
Cotia – Phase 4 - Stage I	2009	100	4,256.00	2010	96	92
Clube Garden – Mônaco	2009	100	11,441.00	2011	186	100
Vivenda do Sol I	2009	100	1,165.67	2010	200	7
Parque Green Village	2009	100	10,851.00	2011	176	31
Fit Marodin – Jardins	2009	70	15,432.47	2011	171	64
Mirante do Lago – Phase 2B	2009	70	7,368.50	2011	310	50
Residencial Monet Life - Le Grand Villa das Artes	2009	100	1,165.67	2011	200	79
Cotia – Phase 4 - Estapa II	2009	100	9,930.00	2010	224	75
Portal do Sol Life I	2009	100	2,354.00	2012	64	66
Portal do Sol Life II	2009	100	2,354.00	2012	64	67
Portal do Sol Life III	2009	100	2,354.00	2012	64	41
Residencial Monet II (Grand Ville das Artes – Phase 3)	2009	100	4,937.00	2011	120	76

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Residencial Mogi Das Cruzes Life	2008	100	16,009.00	Canceled	351	13
Residencial Itaim Paulista Life I	2008	100	8,341.86	2011	160	100
Residencial Santo Andre Life II	2008	100	3,847.88	2011	49	96
Residencial Curuca	2008	100	7,688.84	2009	160	99
Residencial Bunkyo	2008	100	13,944.00	Canceled	332	2
Residencial Ferraz Life I	2008	100	11,783.67	2012	792	11
Residencial Portal Do Sol	2008	100	16,889.00	2012	282	30
Residencial Das Flores	2008	100	1,165.67	2010	156	3
Residencial Colina Verde	2008	100	10,177.27	2011	200	100
Residencial Spazio Felicitta	2008	100	10,850.92	2011	180	99
Residencial Parque Ipe	2008	100	1,049.10	2010	77	100
Residencial Recanto Dos Passaros I	2008	100	9,134.00	Canceled	200	2
Residencial Clube Vivaldi	2008	100	10,476.76	2011	174	90
Residencial Monaco	2008	100	10,110.45	2012	233	100
Residencial Vila Nova Life	2008	100	1,165.67	2011	108	96
Residencial Monte Cristo I	2008	100	4,597.00	2010	96	6
Residencial Brisa Do Parque	2008	100	2,752.84	2010	53	100
Residencial Renata	2008	100	9,031.00	2011	200	5
Residencial Villaggio Do Jockey II	2008	100	2,488.14	2011	188	100
Residencial Jardim Girassol II	2008	100	3,089.17	2010	520	73
Residencial Parque Romano	2008	100	—	2011	362	13
Residencial Santana Tower I	2008	100	39,128.51	2011	448	88
Residencial Santana Tower II	2008	100	39,020.65	2012	448	68
Residencial Salvador Life I	2008	100	19,231.13	2010	280	100
Residencial Salvador Life II	2008	100	14,725.87	2010	180	99
Residencial Salvador Life III	2008	100	38,916.62	2011	480	99
Residencial Vila Mariana Life	2008	100	4,324.00	2010	92	100
Residencial Villa Rica Life	2008	100	10,183.00	2010	220	99
Residencial Ciro Faraj	2008	100	4,235.14	2009	71	100
Residencial Gama J.A.	2008	100	4,196.41	2010	72	0
Residencial Parque Lousa	2008	100	17,718.18	2011	302	75
Le Grand Orleans Tower	2008	100	5,929.20	2011	112	11
Residencial Bela Vista	2008	100	4,242.00	2008	101	97

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Residencial Marata	2008	100	19,583.26	2011	400	42
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Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m2) (1) (2)	Completion Year	Number of Units (2)	Units Sold (%) (as of December 31, 2009)
Residencial Estrela Nova 1	2008	100	21,544	Canceled	432	15
Parque Toulouse Life	2008	100	12,754.87	2010	192	100
Residencial Ilha De Capri	2008	100	11,584.27	2012	224	4
Parque Montebello Life I	2008	100	15,241.00	Canceled	256	6
Residencial Parque Das Aroeiras Life	2008	100	14,516.18	2010	240	80
Residencial Monte Carlo I	2008	100	2,964.60	2010	92	100
Residencial Chacaras Bom Jesus Life	2008	100	20,035.00	2011	143	38
Residencial Arvoredo Life	2008	100	906.36	2009	14	100
Residencial Sao Francisco Life	2008	100	1,165.67	2010	80	98
Residencial Betim Life	2008	100	8,033.75	2011	108	100
Residencial Portinari Tower	2008	100	7,199.74	2011	136	100
Residencial Madri Life I	2008	100	9,990.15	2011	160	100
Residencial Madri Life II	2008	100	9,990.15	2011	160	100
Residencial Bahamas Life	2008	100	1,165.67	2010	40	100
Residencial Napole Life	2008	100	1,165.67	2011	140	100
Residencial San Pietro Life	2008	100	2,797.61	2010	172	74
Residencial Boa Vista	2008	100	2,214.77	2010	38	92
Residencial Villa Bella	2008	100	801.00	2009	16	100
Residencial Bologna Life	2008	100	15,281.85	2010	306	100
Residencial Chacara Das Flores	2008	100	1,165.67	2011	120	100
Residencial Las Palmas Life	2008	100	8,160.00	2011	131	97
Residencial Arezzo Life	2008	100	6,994.00	2011	120	99
Residencial Di Stefano Life	2008	100	6,994.00	2011	120	100
Residencial Vermont Life	2008	100	11,190.00	2011	192	27
Residencial Piedade Life	2008	100	23,080.00	2010	1008	34
Residencial Jangadeiro Life	2008	100	10,491.00	2010	180	100
Residencial Atelie Life	2008	100	6,563.92	2010	108	100
Residencial Cidades Do Mundo Life	2008	100	8,392.82	2009	144	100
Nova Marica Life	2008	100	21,603.00	2012	468	50

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Casa Blanca Life	2008	100	9,325.00	2011	154	40
Residencial Malaga Garden	2008	100	15,246.00	2009	300	99
Residencial Gibraltar Garden	2008	100	15,246.00	2009	300	100
Espaco Engenho Life I	2008	100	4,663.00	2010	80	100
Espaco Engenho Life II	2008	100	4,604.00	2010	79	100
Comendador Life I	2008	100	13,614.95	2011	210	7
Comendador Life II	2008	100	10,696.75	2013	165	7
Moinho Life	2008	100	12,065.00	2011	207	4
America Life	2008	100	8,101.00	2011	139	82
Madureira Tower	2008	100	4,346.00	Canceled	144	0
Porto Life	2008	100	4,663.00	2011	76	78
Residencial Mondrian Life	2008	100	36,369.00	2011	624	89
Residencial Parque Arboris Life	2008	100	13,056.00	2011	214	81
Residencial Daltro Filho	2008	100	9,325.00	2009	160	100
Residencial Bartolomeu De Gusmao	2008	100	15,154.00	2008	260	79
Residencial Papa Joao XXIII	2008	100	13,056.00	2011	224	64
Residencial Vivendas Do Sol II	2008	100	11,657.00	2010	200	99
Residencial Juscelino Kubitschek I	2008	100	9,325.00	2011	160	76
Residencial Juscelino Kubitschek II	2008	100	15,154.00	2011	260	15
Residencial Figueiredo II	2008	100	12,822.00	2010	220	100
Residencial Figueiredo I	2008	100	12,822.00	2011	220	76
Parque Baviera Life	2008	100	29,142.00	2011	500	50
FIT Vila Allegro	2008	50	35,804.00	2011	298	100
FIT Terra Bonita	2008	51	5,736.00	2011	304	35
Città Lauro de Freitas	2008	50	17,778.00	2010	304	100
FIT Coqueiro - Stake Acquisition	2008	20	35,614.00	2010	570	98
FIT Mirante do Lago – Phase 1	2008	70	33,947.00	2011	461	32
FIT Mirante do Parque	2008	60	42,259.00	2011	420	85
FIT Palladium	2008	70	19,498.00	2010	229	93
FIT Parque Lagoinha I	2008	75	12,712.00	2010	212	28
FIT Planalto	2008	100	34,682.00	2010	472	83
FIT Jardim Botânico Paraiba	2008	50	23,689.00	2011	310	43
FIT Parque Maceió	2008	50	29,474.00	2010	470	49
FIT Cristal	2008	70	11,278.00	2011	154	88
FIT Vivai	2008	90	37,427.00	2011	640	74

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Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m2)		Completion Year	Number of Units (2)	Units Sold (%) (as of December 31, 2009)
			(1)	(2)			
Città Itapoan	2008	50	27,775.00		2010	374	100
FIT Filadélfia	2008	60	29,144.16		Canceled	443	100
FIT Novo Osasco	2008	100	17,331.00		2011	296	94
Itaúna Life	2007	100	7,779.46		2009	128	99
Madureira Life	2007	100	3,889.73		2008	64	94
Cittá Alcântara	2007	100	19,999.00		2010	370	99
Sant'anna Life	2007	100	4,430.00		2009	76	100
Morada das Violetas	2007	100	3,548.00		2009	64	98
Pompéia Life	2007	100	11,657.00		2010	200	97
West Life	2007	100	4,663.00		2009	80	95
Arsenal Life	2007	100	6,819.00		2008	481	98
Pendotiba Life	2007	100	9,325.00		2010	160	99
Bandeirantes Life	2007	100	15,154.00		2010	260	75
Telles Life	2007	100	3,730.00		2009	64	91
Nova Guanabara	2007	100	11,405.00		2009	211	100
Vila Riviera / Vila							
Positano – Phase 1	2007	100	4,092.00		2009	84	95
Piacenza Life	2007	100	16,727.00		2011	287	95
Parma Life	2007	100	15,329.00		2010	263	97
Firenze Life	2007	100	13,988.00		2011	139	99
Duo Valverde	2007	100	6,652.00		2010	120	82
Duo Palhada	2007	100	—		Canceled	224	5
Humaitá Garden	2007	100	13,128.00		2008	200	99
Aroeira Garden	2007	100	5,664.00		Canceled	120	0
Belford Roxo Garden	2007	100	10,723.02		Canceled	608	12
Primavera Ville	2007	100	13,009.92		2011	256	96
São Matheus Life	2007	100	8,392.82		2010	144	94
Laranjal Life	2007	100	—		Canceled	160	4
Hamburgo Garden	2007	100	6,910.00		Canceled	162	12
MunIQUE Garden	2007	100	5,800.00		Canceled	136	23
Neves Tower	2007	100	—		Canceled	104	13
Santa Rita Life	2007	100	6,024.00		Canceled	112	1
Novo Jockey Life I	2007	100	25,390.00		2009	500	100
Novo Jockey Life II	2007	100	8,951.00		2009	180	100
Residencial Jardim dos							
Girassóis	2007	100	2,746.00		2009	60	95
Residencial Lisboa	2007	100	12,123.00		2009	280	100
Residencial San Marino II	2007	100	2,927.00		2009	60	100
Residencial Villa Park	2007	100	17,485.00		2009	300	94
Residencial Vila Coimbra	2007	100	8,648.00		2009	156	100
Residencial Vale Nevado	2007	100	2,209.00		Canceled	46	98

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Residencial Vitória Régia	2007	100	21,835.00	2009	64	41
Residencial Vale do Sol	2007	100	4,324.00	2009	80	16
Residencial Pacifico	2007	100	2,798.00	2009	48	100
Residencial Ferrara	2007	100	6,209.00	2010	112	98
Residencial Villa Esplendore	2007	100	9,325.00	2011	160	79
Residencial Montana	2007	100	5,524.00	2009	104	100
Residencial Morada de Ferraz	2007	100	7,317.00	2009	132	98
Residencial Santo André Life	2007	100	10,491.00	2011	180	69
Residencial Santo André Life I	2007	100	7,460.00	2011	128	75
Residencial Itaquera Life	2007	100	6,994.00	2010	120	96
Residencial Jardim São Luiz Life	2007	100	13,871.00	2010	238	98
Residencial Duo Jardim São Luiz	2007	100	2,217.00	2011	40	65
Residencial Aricanduva Life	2007	100	10,491.00	2009	180	92
Residencial Guarulhos Life	2007	100	9,325.00	2011	160	87
Residencial Lajeado Life	2007	100	6,994.00	2012	120	24
Residencial Azaléias	2007	100	2,917.00	2010	100	98
Residencial Tulipas	2007	100	6,302.00	Canceled	118	2
Residencial Luiz Inácio	2007	100	5,083.00	Canceled	124	33
Residencial Doze de Outubro	2007	100	5,739.00	Canceled	140	12
Residencial São Miguel Life	2007	100	3,497.00	2010	60	93
Residencial Vila Verde	2007	100	4,663.00	2009	80	99
Residencial Santa Julia	2007	100	10,041.00	2011	260	100
Residencial Guaianazes Life	2007	100	9,792.00	2011	168	34
Residencial Filadélfia	2007	100	3,497.00	2011	160	12
Residencial Osasco Life	2007	100	17,951.00	2010	308	97

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Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m2) (1) (2)	Completion Year	Number of Units (2)	Units Sold (%) (as of December 31, 2009)
Villágio do Jockey	2007	100	9,529.00	2009	180	100
Nova Cintra	2007	100	21,440.00	2011	405	99
Santo André Tower	2007	100	—	Canceled	72	38
Viver Melhor	2007	100	4,200.00	2011	100	100
Jaraguá Life	2007	100	15,104.00	2010	260	95
Residencial Parque Valença 1	2007	100	5,828.35	2010	112	100
Residencial Parque Valença 2	2007	100	8,043.12	2010	138	98
Residencial Parque Valença 3	2007	100	6,527.75	2009	100	98
Vista Bella	2007	100	5,405.00	2011	100	42
Residencial Tapajos	2007	100	3,980.00	2008	64	98
Residencial Parque Das Amoras	2007	100	13,080.00	2008	195	99
Residencial Jardim Das Jabuticabas	2007	100	4,862.00	2010	80	100
Residencial Jardim Das Azaleias	2007	100	2,917.00	2010	48	98
Residencial Venda Nova Life	2007	100	1,507.00	2008	34	100
Residencial Contagem Life	2007	100	—	Canceled	160	99
Residencial Governador Valadares Life	2007	100	—	Canceled	192	87
Residencial Santa Luzia Life	2007	100	13,056.00	2009	480	100
Residencial Amanda	2007	100	1,166.00	2009	20	100
Residencial Millenium	2007	100	10,552.00	Canceled	201	51
Portal De Santa Luzia	2007	100	9,646.00	2009	174	100
Parque Do Jatobá	2007	100	7,459.00	2010	138	98
Res. Amsterdam	2007	100	2,272.00	2008	48	100
Juliana Life	2007	100	16,319.00	2010	280	100
Residencial Verdes Mares	2007	100	2,270.05	2010	16	100
Athenas	2007	100	16,786.00	2009	288	100
Egeu	2007	100	14,921.00	2009	256	98
Esparta	2007	100	—	Canceled	288	100
Betim Life I	2007	100	8,393.00	2009	144	100
Betim Life II	2007	100	7,460.00	2010	128	100
Duo Xangri Lá	2007	100	5,433.00	2011	98	100
Santa Luzia Life I	2007	100	13,056.00	2009	224	100

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Fernão Dias Tower	2007	100	4,870.00	2010	92	98
Nicolau Kun - Sapucaia do Sul	2007	100	26,810.00	2010	460	41
Araguaia	2007	100	11,190.00	2009	192	94
Atibaia	2007	100	18,917.00	2009	350	97
Santo Antonio life	2007	100	1,865.00	2009	32	3
Terra Nova I	2007	100	13,929.76	2009	240	98
Terra Nova II	2007	100	14,046.32	2011	240	7
Res do Trabalhador	2007	100	4,200.00	2008	100	87
Res do Trabalhador – Phase 2	2007	100	—	2008	515	87
Lisboa	2007	100	12,123.00	2009	208	100
Garden VP 1	2007	100	16,785.65	2011	288	100
Garden VP 2	2007	100	13,988.04	2012	240	100
Feira de Santana Life	2007	100	28,909.00	2009	496	100
Parque Nova Esperança Life	2007	100	5,165.00	2008	124	100
Jardim Ipitanga	2007	100	15,154.00	2009	260	98
Parque Florestal	2007	100	11,657.00	2009	200	100
Portal de Valença	2007	100	8,055.00	2009	194	22
Quintas do Sol I	2007	100	16,377.15	2009	340	99
Quintas do Sol II	2007	100	17,890.55	2010	300	54
Quintas do Sol III	2007	100	—	Canceled	334	—
Hildete Teixeira	2007	100	22,148.00	2009	380	98
Residencial 2 de Julho	2007	100	46,627.00	2009	800	99
Camaçari Ville I	2007	100	28,576.00	2011	608	19
Camaçari Ville II	2007	100	27,025.00	2011	575	34
Camaçari Ville III	2007	100	21,808.00	2011	464	97
Vila Olimpia Life	2007	100	25,178.00	2011	432	63

(1) One square meter is equal to approximately 10.76 square feet.

(2) Values for 100% of the building development.

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Land Subdivisions under our Gafisa Brand

In 2001, we started developing residential land subdivisions for sale upon which residential buildings can be developed. Land subdivisions under our Gafisa brand are usually smaller than our Alphaville residential communities and do not include some of the facilities available in our Alphaville residential communities, such as various amenities, shopping centers and schools. We usually provide the infrastructure for a given land subdivision planning such as the electric, water and sewage systems, paved streets, and common recreational areas. Our land subdivisions are typically located in affluent suburban areas close to major highways leading to the states of São Paulo and Rio de Janeiro. A typical lot has between 250 and 1,500 square meters. Average price per square meter ranges from approximately R\$150 to R\$800 (approximately US\$86 to US\$459). We target clients with monthly household incomes in excess of approximately R\$5,000 (approximately US\$2,872) for these land subdivisions.

The table below sets forth our land subdivision developments launched between January 1, 2007 and December 31, 2009:

Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m ²)		Completion Year	Number of Units (2)	Units Sold (%)
			(1)	(2)			(as of December 31, 2009)
Alphaville Barra da Tijuca	2008	65	133,251		2011	251	100

(1) One square meter is equal to approximately 10.76 square feet.

(2) Values for 100% of the building development.

Land Subdivisions under our Alphaville Brand

On January 8, 2007, we successfully completed the acquisition of 60.0% of our subsidiary Alphaville, a development company focused on the identification, development and sale of high quality residential communities in the metropolitan regions throughout Brazil targeted at upper and upper-middle income families. Following this acquisition, our new residential communities are sold exclusively under the Alphaville brand.

The Alphaville brand was created in the 1970s when the first Alphaville community was developed in the cities of Barueri and Santana do Paranaíba in the metropolitan region of São Paulo. Beginning in the 1990s, Alphaville developed residential communities in several other cities in Brazil, such as Campinas, Goiânia, Curitiba, Londrina, Maringá, Salvador, Fortaleza, Belo Horizonte, Natal, Gramado, Manaus, Cuiabá, Campo Grande, São Luis and Rio de Janeiro.

Whenever we develop a new Alphaville community, we provide all the basic civil works for supporting the construction on the lots, such as electrical, telephone and data communications cabling, hydraulic (water and sewer) mains and treatment facilities, landscaping and gardening, lighting and paving of the streets and driveways and security fencing. In most Alphaville communities, we also build a social and sports club for the residents, with soccer, golf and tennis fields, jogging and bicycle tracks, saunas, swimming pools, ballrooms, restaurants and bars, and other facilities. In addition, most Alphaville projects have a shopping center where residents can shop for clothes and groceries. Additionally, whenever we develop a new Alphaville community far from large urban centers, we seek to assist in establishing schools near the community by forming partnerships with renowned educational institutions. Throughout our Alphaville communities, we also seek to stimulate the local economy by drawing new businesses to

that area.

We believe that the maintenance of a development's quality is essential. For this reason, we impose on every Alphaville community a series of building and occupancy standards that are more rigorous than those required by applicable local legislation. Every Alphaville community has an Alphaville association formed by us before delivery of the community starts, and is funded by maintenance fees paid by the residents. The purpose of the association is to allow community involvement in the management and maintenance of the premises and to ensure orderly and harmonious relationships among the residents.

Upon completion of a sale, a purchaser of an Alphaville property will receive, along with the purchase and sale contract, documentation that sets out the regulations on land use and occupancy, and these will serve as private zoning regulations that are binding on the resident. These regulations set forth, among other things, the maximum

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number of floors allowed in an Alphaville building, the minimum number of meters between buildings and land coverage limits, thereby maintaining the uniformity and quality of the Alphaville properties.

The table below sets forth our residential communities launched between January 1, 2007 and December 31, 2009:

Project Description	Year Launched	Gafisa		Completion Year	Number of Units (2)	% Sold (As of December 31, 2009)
		Participation (%)	Usable Area (m2)(1) (2)			
Alphaville - Campo Grande	2007	67	225,342	2009	489	99
Alphaville - Rio Costa do Sol	2007	58	313,400	2009	616	97
Alphaville – Cajamar	2007	55	674,997	n.a.	2	100
Alphaville – Araçagy	2007	38	236,118	2009	332	90
Alphaville Jacuhy	2007	65	374,290	2010	775	97
Alphaville Londrina II	2007	62.5	134,120	2010	554	64
Alphaville Jacuhy II	2008	65	177,981	2010	330	48
Alphaville Cuiabá II	2008	60	150,896	2010	424	42
Alphaville João Pessoa	2008	100	61,782	2010	124	100
Alphaville Rio Costa do Sol II	2008	58	349,186	2010	366	18
Alphaville Manaus II	2008	62.5	166,938	2010	335	80
Alphaville Litoral Norte II	2008	66	150,813	2010	391	33
Alphaville Manaus Comercial	2008	60	48,252	2010	42	27
Alphaville Barra da Tijuca	2008	65	173,251	2011	251	100
Alphaville Votorantim	2008	30	246,315	2010	472	71
Alphaville Mossoró	2008	70	65,912	2010	170	99
Alphaville Caruaru	2009	70	79,253	2011	172	100
Alphaville Granja	2009	33	65,360	2011	110	100
Alphaville Votorantim 2	2009	30	59,166	2011	51	83
Conceito A Rio das Ostras	2009	100	12,354	2011	106	27
Alphaville Capina Grande	2009	53	91,504	2011	205	49
Alphaville Porto Alegre	2009	64	258,991	2011	429	86
Alphaville Piracicaba	2009	63	112,351	2011	216	100
Alphaville Gravataí 2	2009	64	91,040	2011	225	86
Alphaville Costa do Sol 3	2009	58	234,966	2011	293	86
Terras Alpha Foz do Iguaçu	2009	27	34,269	2011	104	86

(1) One square meter is equal to approximately 10.76 square feet.

(2) Values for 100% of the building development.

The table below discloses the projects that were completed in 2009 or in prior years and where the number of units sold as of December 31, 2009 was less than 90%.

Project Description	Percentage of Units Sold	
Residencial Monte Cristo I (a)	6.0	%
Fit Mirante do Lago(b)	32.2	%

Camaçari Ville I –Residencial Jardim Atlantico Life (c)	18.6	%
Camaçari Ville II – Residencial Camaçari Life (d)	34.4	%
Santo Antonio Life (e)	3.1	%
Belford Roxo Garden (f)	12.3	%
Residencial Trabalhador (g)	87.0	%
Residencial Trabalhador – Phase 2 (g)	87.0	%
Belle Vue (h)	88.9	%
Espacio Laguna (i)	88.8	%
Quinta Imperial (j)	88.3	%
Alphaville Gravatai (k)	83.0	%
Residencial Valencia (l)	80.0	%
Residencial Portal de Valença Garden (m)	22.1	%
Residencial Bartolomeu de Gusmão (n)	79.2	%
Residencial Vale do Sol (o)	16.3	%
Residencial Vitória Régia (p)	40.6	%

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- (a) Residencial Monte Cristo I. This development was 5.5% completed at December 31, 2009 and the only cost is related to the land; the development was canceled in 2010. The Company is performing studies to launch another development in the near future (on or about 2013) at the same location. The Company has no reason to believe that the carrying value of this land is below its market value.
- (b) Fit Mirante do Lago. This development was 12.1% completed at December 31, 2009 and only 32.2% of the units had been sold. In order to accelerate the sales of units of this development, the Company opened a sales office in the city of Belem. As a result, currently, 91.1% of the units have been sold, all of them above cost.
- (c) Camaçari Ville I – Residencial Jardim Atlântico Life. This development was 8.9% completed at December 31, 2009 and only 18.6% of the units have been sold. According to the Company's then-existing business plan, this development's selling forecast indicated sales of the unsold units within a short time period with sales value higher than the accounted cost. As of December 31, 2010, 60.8% of the development was completed and 83.3% of the units were sold.
- (d) Camaçari Ville II – Residencial Camaçari Life. This development was 37.1% completed at December 31, 2009 and only 34.4% of the units have been sold. According to the Company's then-existing business plan, this development's selling forecast indicated sales of the unsold units within a short time period with sales value higher than the accounted cost. As of December 31, 2010, 95.5% of the development was completed and 94.3% of the units were sold.
- (e) Santo Antonio Life. This development was 95% completed at December 31, 2009 and yet only 3.1% of the units were sold. The larger percentage of unsold units is primarily due to pending legal documentation (i.e., occupancy certificates) from the development's partner. Once this issue is resolved, the remaining units will be sold, based on the Company's internal assessment. As of December 31, 2010, the percentage of units sold was 3.1%. The Company has concluded that impairment does not exist because this is a resolvable documentation matter and the units are anticipated to be sold at a profit.
- (f) Belford Roxo Garden. This development was 4.6% completed at December 31, 2009 and related only to the cost of land. The development was canceled in 2010 due to changes in Tenda's product portfolio. The Company expects to sell this landbank without incurring a loss based on third party studies of the land and its location. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.
- (g) Residencial Trabalhador (Phases 1 and 2). This development was 100.0% completed at December 31, 2009 and only 87.0% of the units were sold. According to the Company's then-existing business plan, this development's selling forecast indicated sales of the unsold units within a short time period with sales value higher than the accounted cost. As of December 31, 2010, 100.0% of the units were sold.
- (h) Belle Vue. According to the Company's then-existing business plan, this development's selling forecast indicated sales of the unsold units within a short time period with sales value higher than the accounted cost. As of December 31, 2010, 94.4% of the units were sold. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.
- (i) Espacio Laguna. According to the Company's then-existing business plan, this development's selling forecast indicated sales of the unsold units within a short time period with sales value higher than the accounted cost. As of December 31, 2010, 97.5% of the units were sold. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.

- (j) Quinta Imperial. According to the Company's then-existing business plan, this development's selling forecast indicated sales of the unsold units within a short time period with sales value higher than the accounted cost. As of December 31, 2010, 100% of the units were sold.
- (k) Alphaville Gravataí. Most of unsold inventory units are commercial and multi-family units. These units are easier to sell after completion of the residential area because it creates a demand for services. As of December 31, 2010, 91.6% of the units were sold. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.

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- (l)Residencial Valencia. According to the Company's then-existing business plan, this development's selling forecast indicated sales of the unsold units within a short time period with sales value higher than the accounted cost. As of December 31, 2010, 97.5% of the units were sold. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.
- (m)Residencial Portal de Valença Garden. The development was 54.8% completed at December 31, 2009 and yet only 22.1% of the units were sold and delivered. This project originally had 194 units and during 2010 the Company decided to build 70 units, of which 45 (or 64.3%) had been sold as of December 31, 2010. For the remaining area of the landbank, the Company has decided to subdivide this landbank and launch a new development at the same location. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.
- (n)Residencial Bartolomeu de Gusmão. According to the Company's then-existing business plan, this development's selling forecast indicated sales of the unsold units within a short time period with sales value higher than the accounted cost. As of December 31, 2010, 99.2% of the units were sold. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.
- (o)Residencial Vale do Sol. This development was 90.7% completed at December 31, 2009 and yet only 16.3% of the units were sold. The larger percentage of unsold units is primarily attributable to the use of dry-wall in the construction for which it is not possible for a customer to obtain third party financing from a Brazilian financial institution. As a result, the Company began offering financing to select customers for up to 220 months in an effort to increase sales of such units. As of December 31, 2010, 92.7% of the units were sold. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.
- (p)Residencial Vitória Regia. This development was 100% completed at December 31, 2009 and yet only 40.6% of the units were sold. The larger percentage of unsold units is primarily attributable to the use of dry-wall in the construction for which it is not possible for a customer to obtain third party financing from a Brazilian financial institution. As a result, the Company began offering financing to select customers of up to 220 months in an effort to increase sales of such units. As of December 31, 2010, 83.3% of the units were sold. The Company currently has no reason to believe that the carrying value of this property is greater than its market value.

Commercial Buildings

In 2009, we launched four commercial buildings: Centro Empresarial Madureira, Paulista Corporate, Reserva Eco Office Life and Global Offices. As of December 31, 2008 we had four commercial buildings under development for sale: Sunplaza Personal Office and Icaraí Corporate, both in the state of Rio de Janeiro, Manhattan Wall Street in Salvador and JTR in Maceió.

In December 2007, we completed the Eldorado Business Tower in São Paulo, a triple A standard office building developed in partnership with São Carlos Empreendimentos e Participações S.A. and Banco Modal S.A. The Eldorado Business Tower brings together advanced technology and environmental innovation. The building is the fourth building in the world and the only building in Latin America to be pre-certified by U.S. Green Building Council as a Leed CS 2.0 Platinum building for leadership in energy and environmental design.

Construction Service

We provide construction services to third parties, building residential and commercial projects for some of the most well-known developers in Brazil. This practice allows us to benchmark our construction costs, exposes us to new constructions materials, techniques and service providers such as architects and sub-contractors, and provides larger

economies of scale. Third-party construction services are a significant, less volatile source of revenues, which does not require us to allocate capital. Our principal construction services clients are large companies, many of them developers that do not build their own projects. As of December 31, 2009, our principal construction services clients were Fibra Empreendimentos Imobiliários S.A., Sisan-Grupo Silvio Santos, Camargo Correa Desenvolvimento

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Imobiliário S.A., Helbor Empreendimentos Imobiliários Ltda., InCons S.A., SDI Desenvolvimento Imobiliário Ltda. and Abyara Empreendimentos Imobiliários Ltda. We also provide construction services on certain developments where we retain an equity interest.

The table below sets forth the real estate building developments we have constructed exclusively for third parties between January 1, 2007 and December 31, 2009:

Project	First Year of Construction	Client	Type of Project
Porto Pinheiros	2007	Camargo Corrêa Desenvolvimento Imobiliário S.A.	Residential
Holiday Inn	2007	Ypuã Empreendimentos Imobiliários SPE Ltda.	Hotel
Wave	2007	Camargo Corrêa Desenvolvimento Imobiliário S.A.	Residential
Corcovado	2007	Camargo Corrêa Desenvolvimento Imobiliário S.A.	Residential
Open View (Oscar Freire)	2008	Grupo Sisan	Residential
Open View (Oscar Freire)	2008	Grupo Sisan	Residential
New Age	2009	Incols Curitiba Empreendimentos Imobiliários SPE	Residential
Duetto Volare	2009	Fibra Empreendimentos Imobiliários	Residential
Duetto Fioratta	2009	Fibra Empreendimentos Imobiliários	Residential
Carlyle	2009	Fibra Empreendimentos Imobiliários	Commercial

The table below sets forth the real estate developments we have constructed for third parties, in which we also have an equity interest, between January 1, 2007 and December 31, 2009:

Project	First Year of Construction	Gafisa Participation (%)	Partner	Type of Project
Tiner Campo Belo	2007	45	Tiner Empreendimentos e Participações Ltda.	Residential
Forest Ville – Salvador	2007	50	OAS Empreendimentos Imobiliários Ltda.	Residential
Garden Ville – Salvador	2007	50	OAS Empreendimentos Imobiliários Ltda.	Residential
Reserva do Lago – Phase 1	2007	50	Invest Empreendimentos & Participações Ltda.	Residential
Alta Vista – Phase 1	2007	50	Cipesa Engenharia S.A.	Residential
Collori	2007	50	Park Empreendimentos Ltda.	Residential
Jatiuca Trade Residence	2007	50	Cipesa Engenharia S.A.	Residential
Espacio Laguna	2007	80	Tembok Desenvolvimento Imobiliário Ltda.	Residential
Del Lago Res. Casas	2007	80	Plarcon Engenharia S.A.	Residential
Belle Vue POA	2007	80	Ivo Rizzo	Residential
Mirante do Rio	2007	60	Premiun	Residential
Acquerelle	2007	85	Civilcorp	Residential
Enseada das Orquideas	2008	80	Yuny	Residential
Evidence	2008	50	Park Empreendimentos Ltda.	Residential
Art Ville	2008	50	OAS Empreendimentos Imobiliários Ltda.	Residential
Palm Ville	2008	50	OAS Empreendimentos Imobiliários Ltda.	Residential
Grand Park - Park das Águas – Phase 1	2008	50	Franere	Residential
Grand Park - Park Árvores – Phase 1	2008	50	Franere	Residential
Privilege	2008	80	Mattos & Mattos	Residential

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Horizonte	2008	80	Premiun	Residential
Horto Panamby	2008	50	OAS Empreendimentos Imobiliários Ltda.	Residential
Manhattan Square – Phase 1				
(Wall Street)	2009	50	OAS Empreendimentos Imobiliários Ltda.	Commercial
Chácara Santanna	2009	50	Monza Incorporadora	Residential
Montblanc	2009	80	Yuny	Residential
Carpe Diem RJ	2009	80	Mattos & Mattos	Residential
Mistral	2009	80	Premiun	Residential
Reserva do Bosque	2009	80	GM	Residential
Ecoville	2009	50	Abyara Empreendimentos Imobiliários Ltda	Residential

Sale of Units Through Our Brokerage Subsidiaries

In September 2006, we created a new subsidiary, Gafisa Vendas, to function as our internal sales division in the state of São Paulo. In February 2007, we created another new subsidiary, Gafisa Vendas Rio, to function as our internal sales division in the metropolitan region of Rio de Janeiro. These wholly-owned subsidiaries promote sales of our projects in the states of São Paulo and Rio de Janeiro and focus their efforts on: (1) launches – our internal sales force focuses on promoting launches of our developments; however, we also use outside brokers, thus creating

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what we believe is a healthy competition between our sales force and outside brokers; (2) inventory – Gafisa Vendas and Gafisa Vendas Rio have each a team focused on selling units launched in prior years; and (3) web sales – Gafisa Vendas and Gafisa Vendas Rio have each a sales team dedicated to internet sales as an alternative source of revenues with lower costs.

Our Clients

Our clients consist of development and construction service clients. Development clients are those who purchase units in our developments. As of December 31, 2009, our development-client database was comprised of more than 71,000 individuals. We currently have approximately 28,000 active clients. Our construction-services clients are large companies, many of them developers that do not build their own projects. As of December 31, 2009, we had, among our main construction services clients, the following companies: Fibra Empreendimentos Imobiliários S.A., Sisan-Grupo Silvio Santos, Camargo Correa Desenvolvimento Imobiliário S.A., Helbor Empreendimentos Imobiliários Ltda., InCons SA, SDI Desenvolvimento Imobiliário Ltda. and Abyara Empreendimentos Imobiliários Ltda. No individual client represents more than 5% of our revenues from residential developments or construction services.

Our Operations

The stages of our development process are summarized in the diagrams below:

Land Acquisition

We use results from our extensive market research to guide our land reserves strategy and process. Our marketing and development teams monitor market fundamentals and trends. We have developed a sophisticated database to support our search for and analysis of new investment opportunities. Key decision factors used by our management for land acquisition and new developments include location, type of product to be developed, expected demand for the new developments, current inventory of units in the region and acquisition cost of the land.

Whenever we identify an attractive tract of land, we first conduct a study of the project to define the most appropriate use of the space. Afterwards, the basic design of the project enters the economic feasibility study stage, where we consider preliminary revenues and expenses associated with the project. This study will determine project profitability. We collect and analyze information on demand, competition, construction budget, sales policy and funding structure to ensure economic viability of the new development. We then initiate a legal due diligence of the property to identify liens, encumbrances and restrictions, potential solutions to such issues and the relevant costs. Before acquiring the land, we conduct a thorough due diligence process including an environmental review. Each decision to acquire land is analyzed and approved by our investment committee. See “Item 6. Directors, Senior Management and Employees—C. Board Practices” elsewhere in this annual report for further information on the activities of our committees and boards.

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We seek to finance land acquisition through swaps, in which we grant the seller a certain number of units to be built on the land or a percentage of the proceeds from the sale of units in such development. As a result, we reduce our cash requirements and increase our returns. In the event we cannot do so or in order to obtain better terms or prices, we acquire land for cash, alone or in partnership with other developers. We purchase land both for immediate development and for inventory.

As of December 31, 2009, we had an inventory of 383 land parcels in which we estimate we could develop a total of 90,522 residential units with a sales value of R\$15.8 billion (US\$9.1 billion), of which 50.7% represents land acquired through swaps. The table below sets forth the breakdown of our land reserves by location and by the type of development.

	Gafisa		Alphaville		Tenda		
	Future Sales (% Gafisa)	% Swap	Future Sales (% Gafisa)	% Swap	Future Sales (% Gafisa)	% Swap	
Land bank - Per geographic location:							
São Paulo	3,440,753	35	1,037,146	96	1,242,754	21	
Rio de Janeiro	1,456,652	35	210,601	99	1,804,694	20	
Other states	2,678,652	59	2,714,614	100	1,237,486	18	
Total	7,576,057	42	3,962,360	99	4,284,935	19	

Project Design

In order to meet evolving preferences of our customers, we invest considerable resources in creating an appropriate design and marketing strategy for each new development, which includes determining the size, style and price range of units. Our staff, including engineers and marketing and sales professionals, works with recognized independent architects on the planning and designing of our developments. Their activities include designing the interior and exterior, drafting plans for the execution of the project, and choosing the finishing construction materials. A team responsible for preparing the business plan and budget and assessing the financial viability for each of our projects is also involved. Simultaneously with the planning and designing of our developments, we seek to obtain all the necessary licenses and regulatory approvals from local authorities, which usually take three to twelve months in the case of our residential buildings and three years in the case of our residential communities.

Marketing and Sales

Our marketing efforts are coordinated by our internal dedicated staff of approximately 30 professionals. Our specialized team generally leads several independent brokerage companies with a combined sales force of more than 5,000 representatives, monitoring them in order to gain their loyalty and ensure performance. Our marketing team is also responsible for gathering information on the needs and preferences of potential customers to provide guidance on our land acquisition and project design activities. Gafisa Vendas was created as our internal sales division and it currently consists of 160 sales consultants and 11 sales managers.

The creation of Gafisa Vendas was intended to establish a strategic channel for us to access our clients and to reduce our dependence on outside brokers for marketing. Because the sales force at Gafisa Vendas are trained to sell our products exclusively, we believe that they are able to focus on the sale of our developments, articulate the unique features of our development better, manage our current customer and capture new customers more effectively. Gafisa Vendas was initially established in São Paulo and in 2007 rolled-out in Rio de Janeiro. In 2007 and 2008, Gafisa Vendas was our number one sales team, responsible for approximately 39% and 34% of our sales in the states of São Paulo and Rio de Janeiro, respectively. In 2009, Gafisa Vendas was responsible for approximately 41% and 55% of

our sales in the states of São Paulo and Rio de Janeiro, respectively.

We will continue to utilize independent real estate brokerage firms as we believe the creation of Gafisa Vendas has created a healthy competition between our internal sales force and outside brokers. Independent brokers provide us with a broad reach, access to a specialized and rich database of prospective customers, and flexibility to accommodate the needs of our diverse offering and clientele. In line with our results-oriented culture, we compensate brokers based on their profit contribution rather than on sales. Brokers are required to attend periodic specialized training sessions where they are updated on customer service and marketing techniques, competing

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developments, construction schedules, and marketing and advertising plans. We emphasize a highly transparent sales approach, as opposed to the traditional high-pressure techniques, in order to build customer loyalty and to develop a sense of trust between customers and us. At our showrooms, brokers explain the project and financing plans, answer questions and encourage customers to purchase or sign on to receive a visit or additional information.

We initiate our marketing efforts usually 30 days before the launch of a development. We normally have a showroom on or near the construction site, which includes a model unit furnished with appliances and furniture. We leverage on our reputation for quality, consistency, on-time delivery and professionalism to increase sales velocity. We have been successful with this strategy, usually selling approximately 60% of the units before construction starts.

Our subsidiary Alphaville has also been successful in its sales and marketing efforts. For example, in Vitória, Alphaville Jacuhy was 85% sold in its month of launch; in João Pessoa, Paraíba, the sales force needed only two days to market and sell all of its residential lots; in Barra da Tijuca, Rio de Janeiro, 90% of the Alphaville lots available were sold in their month of launch; and Alphaville Caruaru in Caruaru, Pernambuco, Alphaville Granja in Carapicuíba, São Paulo and Alphaville Piracicaba in Piracicaba, São Paulo were 100% sold within one month of launch.

We market our developments through newspapers, direct mail advertising and by distributing leaflets in neighboring areas, as well as through telemarketing and websites. In addition, on a quarterly basis, we publish the magazine “Gafisa Way” which is distributed to our customers and offers news on our most recent developments and progress updates on buildings under construction.

Tenda’s sales and marketing efforts are coordinated through 32 store fronts located across the principal metropolitan areas of the country. A direct sales force is trained to offer advice to first-time home buyers and to assist these buyers in finding the best financing solution. In addition, this sales force provides information on the benefits under the public housing program “Minha Casa, Minha Vida,” including the process of obtaining a mortgage through the CEF. Because the Tenda sales force is specially trained to provide information on the affordable entry-level segment, we believe that they are uniquely positioned to provide us with an advantage in this segment.

In addition to direct sales, Tenda markets its developments through telemarketing, which generates more than 80,000 calls per month and results in over 25,000 visits per month to its store fronts. Tenda also gathers information on its customers’ preferences to better tailor its marketing efforts and has implemented a customer relationship management department in order to improve its client satisfaction. Finally, Tenda focuses on improving its sales during the launch of a development using a specific strategy for each type of development. For example, with large developments, Tenda successfully combined its direct sales force with independent real estate brokerage firms, and the increase in such cost was offset by the significant increase in sales during the initial months after launch.

Under Brazilian law, we may establish a term within and the conditions under which we are entitled to cancel the development. According to our regular purchase contracts, if we are not able to sell at least 60% of the units within 180 days of launching, we can cancel the development. Under those circumstances, we usually consider changing the project or selling the land, but, in any of those cases, we have to return the cash payment made by our customers adjusted for inflation but with no interest. Customers, however, are not entitled to other remedies. Over the last five years, we have only cancelled nine developments.

Construction

Gafisa has been engaged in the construction business for over 50 years. Our experience spans across the entire construction chain. Before engaging in each new project, we develop sketches and research and develop projects and plans to create the most appropriate product possible. Our standardized construction techniques and unique control

system are designed to optimize productivity and minimize raw material losses. Our monitoring tools are available on our intranet where all employees regularly review costs and key performance indicators of each development such as actual versus budget comparisons, volume consumption for each raw material, and construction schedule.

We use strict quality control methods. Procedure manuals describe in significant detail each task of each stage of the construction project. These manuals are also used for the training sessions we require all of our workers to

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attend. In addition, we make quarterly reviews of projects delivered. The reviews focus on identifying problems in order to take corrective and preventive actions in projects underway and thus avoid costly repetition. We have adopted a quality management system that was certified for ISO 9002 by Fundação Bureau Veritas, from Universidade de São Paulo. We received in 2007 a certification from Programa Brasileiro de Qualidade e Produtividade do Habitat (PBQP-H), which is part of the Ministry of Cities. In addition, the Eldorado Business Tower building was certified as a Green Building, category Platinum, by U.S. Green Building Council, which attests that it is environmentally sustainable, through the rational use of energy, natural lighting, pollution control and recycling. There are only three other buildings in the world that have achieved this category.

We invest in technology. Our research and development costs amounted to R\$1.4 million, R\$1.5 million and R\$1.5 million in each of 2009, 2008 and 2007, respectively. We believe that we have pioneered the adoption of advanced construction techniques in Brazil such as dry wall and plane pre-stressed slabs, which present numerous advantages over traditional techniques. We also optimize costs by synchronizing our projects' progress so as to coordinate the purchase of raw material and benefit from economies of scale. We have long-term arrangements with a number of suppliers which allow us to build our developments with quality, brand name construction materials and equipments, and advanced technology. Moreover, our centralized procurement center enables us to achieve significant economies of scale in the purchase of materials and retention of services.

We do not own heavy construction equipment and we employ directly only a small fraction of the labor working on our sites. We generally act as a contractor, supervising construction while subcontracting more labor-intensive activities. Substantially all on-site construction is performed for a fixed price by independent subcontractors. We hire reputable, cost-oriented and reliable service providers that are in compliance with labor laws and have performed their work diligently and on time in the past. Hiring subcontractors instead of employing them directly has some financial and logistical advantages. For instance, we do not need to incur fixed costs to maintain a specialized labor force even when they are not actively working at a construction site and we do not need to pay for frequent transfers of labor to different construction locations.

Our construction engineering group coordinates the activities of service providers and suppliers, guarantees compliance with safety and zoning codes, and ensures completion of the project on a timely basis. We provide a five-year limited warranty covering structural defects in all our developments.

Risk Control

Our risk control procedures require that all of our projects be approved by our investment committee, which meets on a monthly basis, or more frequently on an as-needed basis, and consists of our chief executive officer and two members of our board of directors (including one representative from Equity International). Our investment committee carefully reviews the various studies conducted by us and described above. In addition, we have a board of officers, which meets monthly, and is in charge of overseeing and approving major decisions. See "Item 6. Directors, Senior Management and Employees—E. Share Ownership" in this annual report.

Customer Financing

The table below sets forth the terms of customer financing we provide for each type of our developments:

			Middle	Affordable	Land		
Sales Term	Luxury		Income	Entry-Level(1)	Subdivisions		
					(2)		
Mortgage lending (delivery)	40	%	75	%	60	%	—
Caixa Econômica Federal	—		—		40	%	—

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Gafisa 36 months	35	%	10	%	—	40	%
Gafisa 60 months	20	%	5	%	—	60	%
Gafisa 120 months	5	%	10	%	—	—	

(1) Includes Tenda developments.

(2) Includes both Gafisa and Alphaville land subdivisions.

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Mortgages. In 2009, 70% of our sales value was financed by bank mortgages, where the customer paid us approximately 20% to 30% of the sales price of the property during the period of construction, and upon delivery of the property paid the balance of the sales price through a bank mortgage. We analyze the credit history of each customer at the time of sale to see if the customer would qualify for a bank mortgage based on banks' standard credit rating policies. Although there is no assurance that the customer will qualify for a mortgage at the time of delivery, our analyses have been fairly successful in predicting whether the customer would qualify for a mortgage. The following table sets forth the credit limits established by mortgage sources available in Brazil:

Credit Lines	Typical Interest rate	Maximum Home Value	Maximum Loan Value
Mortgage portfolio (Carteira Hipotecária) or CH	≤ 13% annually + TR(1)	No limit	No limit
Housing Finance System (Sistema Financeiro da Habitação) or SFH	≤ 12% annually + TR	R\$500,000	R\$450,000
Government Severance Indemnity Fund for Employees (Fundo de Garantia sobre Tempo de Serviços) or FGTS.	≤ 8.16% annually + TR	R\$130,000	R\$130,000

(1) TR refers to the daily reference rate.

Mortgage financing for Tenda's developments primarily comes from Caixa Econômica Federal, or the "CEF", one of Brazil's largest government-owned financial institutions. The financing is structured so that customers with monthly income of up to ten times the Brazilian minimum wage pay low monthly installments without increasing our credit risk. Additionally, as of December 31, 2009, Tenda was working with three private banks in addition to the CEF to provide financing for homebuyers with monthly income between five and 20 times the Brazilian minimum wage (the monthly minimum wage was approximately R\$465 as of December 31, 2009) with similar terms as the financing provided by the CEF.

Financing by Gafisa during construction. We finance some of our own sales during the construction period, with a down payment of 20-30% and financing of the balance through monthly installments up to the delivery of the unit.

Financing by Gafisa after delivery. In addition, we offer financing plans to prospective customers using our own capital, where we finance purchases for up to 120 months after the completion of the construction. For completed units we require a down payment of 30% and financing of the remaining balance with up to 120 monthly installments. For units under construction we require a down payment of 10% and provide financing of 20-30% with up to 30 monthly installments until the delivery of the unit and financing of the remaining 60-70% with up to 120 additional monthly installments. All of our financing plans are guaranteed by a conditional sale of the unit, with the transfer of the full property rights of the unit to the customer upon the full payment of the outstanding installments.

We have developed a strict credit policy in order to minimize risks. We take the following steps whenever we conduct a credit review process:

- trained independent brokers interview each potential customer to collect personal and financial information and fill out a registration form;
- registration forms are delivered, along with a copy of the property deed, to us and, if the bank providing the financing requests, to an independent company specialized in real estate credit scoring;
-

credit is automatically extended by us to the customer if his or her credit analysis is favorable. However, if the credit analysis report raises concerns, we will carefully review the issues and accept or reject the customer's application depending on the degree of risk. To the extent financing is provided by a bank, such financial institution will follow their own credit review procedures; and

- after approving the application, our staff accepts the upfront down payment which is given as a deposit on the purchase of the unit.

Sales contracts. Our sales contracts generally provide for adjustment of the sales price according to the INCC during construction and at an annual interest rate of 12% plus IGP-M over the receivables balance after a stated date

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in our sales contracts. We have historically experienced a low rate of customer default on our sales. As of December 31, 2009, our consolidated clients' default level on a consolidated basis was 4.51% of our accounts receivable. We attribute our low default rate to the fact that: (1) we conduct database research on the socio-economic background of our prospective customers; (2) our agreements discourage default and cancellation of the purchase by imposing immediate penalty fees, interest and liquidated damages which are adjusted for inflation, and we retain approximately 60% (Gafisa), 20% (Tenda) and 20% (Alphaville) of the total purchase price plus expenses incurred by us, which in general represents all or a substantial portion of the amount that the defaulted clients have already paid us; and (3) we offer several options to our customers if they experience financial difficulties, such as offering them a greater number of installment payments or exchanging the unit bought for a less expensive one. When a default occurs, we endeavor to renegotiate the outstanding loan with our customers before taking any legal action. We will only transfer title of the unit to a buyer after the release of the certificate of acceptance of occupancy by local authority and/or the full payment of all outstanding installments. We have decreased the percentage of mortgages that our customers obtain from us from approximately 33% in 2006 to 30% in 2009. This decrease reflects the growing interest of commercial banks in financing the Brazilian housing industry.

The table below sets forth the client's default level breakdown segment.

	Gafisa	Alphaville	Tenda
Default level by segment	4.15%	4.86%	4.87%

Cancellation of sales contracts. Gafisa and Tenda sales contracts are irrevocable under Brazilian law. That means that a customer does not have the unilateral ability to terminate a contract once it is executed, nor does the customer have an ability to require a refund of amounts previously paid unless we agree. To the extent that a customer is not in compliance with its obligations under a contract, we may at our option either force compliance through the Brazilian courts, or agree to a "default" by the customer. Should we agree at our sole discretion to refund part of amounts paid to the defaulting party, we will normally apply the penalty set forth in the contract.

In the event either we or the customer do not agree to enter into a commercial negotiation following a customer default there are two courses of action available:

1. The first option is that we may seek to enforce the agreement in Court to collect the amount outstanding and effectively transfer ownership of the unit to the buyer.
2. As provided in the contract and contemplated in Brazilian law we have the right to force the unit to be auctioned. When the unit is purchased in auction by a third party the proceeds from the auction are used in part to settle in full (including interest and penalties for late payments) the amount owed by the customer to Gafisa and the remaining balance is paid to the customer. When no third party is willing to acquire the unit in the auction, the title to the unit returns to Gafisa or Tenda without any disbursement, except for the auctioneers fees. Provisions in the Gafisa contract indicate that when such auction occurs it is without prejudice of the penalties set forth in this contract (meaning that the penalty provisions survive). Upon consultation, our legal counsel advised us that the customer has a right to request that amounts paid by him be returned after the contractual "penalty" has been deducted.

The table below provides the number and sales value of contracts terminated by customers for the periods presented:

Year	2009		2008		2007	
	Number of contracts	Sales value (R\$ thousands)	Number of contracts	Sales value (R\$ thousands)	Number of contracts	Sales value (R\$ thousands)

except as
otherwise
indicated)

Segment

Gafisa

Contracted sales	4,510	R\$1,637,961	4,099	R\$1,484,854	5,145	R\$1,499,588
Volume/Sales value of terminations	(320)	R\$(127,886)	(366)	R\$(139,442)	(324)	R\$(111,301)
Percentage	7.1 %	7.8 %	8.9 %	9.4 %	6.3 %	7.4 %
Sales value, net of terminations	4,190	R\$1,510,075	3,733	R\$1,345,412	4,821	R\$1,388,287

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Year	2009		2008		2007	
	Number of contracts	Sales value (R\$ thousands)	Number of contracts	Sales value (R\$ thousands)	Number of contracts	Sales value (R\$ thousands except as otherwise indicated)
Tenda (1)						
Contracted sales	21,193	R\$1,804,193	12,348	R\$1,055,892	—	—
Volume/Sales value of terminations	(5,322)	R\$(443,089)	(5,796)	R\$(462,635)	—	—
Percentage	25.1 %	24.6 %	46.9 %	43.8 %	—	—
Sales value net of terminations	15,871	R\$1,361,105	6,552	R\$593,257	—	—
Alphaville						
Contracted sales	2,230	R\$402,599	1,621	R\$310,343	1,314	R\$239,817
Volume/Sales value of terminations	(279)	R\$(25,714)	(103)	R\$(10,454)	(15)	R\$(1,500)
Percentage	12.5 %	6.4 %	6.4 %	3.4 %	1.1 %	0.7 %
Sales value net of termination	1,951	R\$376,885	1,518	R\$299,889	1,299	R\$238,317
Total sales value net of termination	22,012	R\$3,248,065	11,803	R\$2,238,558	6,120	R\$1,626,604

(1) Includes Tenda from the date of its acquisition in October 2008.

Upon a recognition of a default, the Company enters into commercial negotiations with its customer to determine the amount to be ultimately refunded. Refunds have historically averaged 35% of amounts paid for Gafisa segment and 76% of amounts paid for Tenda segment. Consistent with those historical percentages, during the years ended December 31, 2009, 2008 and 2007, penalties charged to customers that have defaulted and contracts cancelled, have been as follows:

	2009	2008	2007
	(in R\$ million)		
Gafisa	R\$5.4	R\$2.7	R\$5.3
Tenda	R\$7.8	R\$4.8	—

This table includes Tenda from the date of its acquisition in October 2008. These penalties are charged in order to reimburse the Company for sales and marketing costs previously incurred, and thus they are accounted as a credit to “Real estate development sales” within “Gross operating revenue” in the statement of income.

Receivables securitization. We release capital for new projects by seeking not to maintain receivables after our projects are completed. We have been active in the securitization market and we are capitalizing on an increasing investor demand for mortgage-backed securities. The securitization (mortgage-backed securities) market in Brazil is relatively new but we believe it is rapidly expanding. This expansion is helped significantly by recent development in Brazilian foreclosure laws.

With the growing availability of mortgages from commercial banks and the increasing liquidity of mortgage-backed securities (CRIs), we expect to further reduce our role as a financing provider to our customers. Our goal is to optimize our working capital by transferring the financing activities to securitization companies and banks.

Main Raw Materials and Suppliers

We purchase a wide variety of raw materials for our operations. Even though these raw materials have represented on average, over the last three years, approximately 34% of our total costs of development, aside from land, the only raw material that represents more than approximately 5% of our total costs is steel. Prices of some raw materials have significantly increased over the last two years at a rate much higher than inflation. The index that measures the fluctuation of construction costs, the INCC, increased 23% during the three year period ended

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December 31, 2009. During that same period, the IGP-M increased 15%, resulting in an increase in unit prices. We have been working on the development of new construction techniques and the utilization of alternative materials in order to reduce costs and improve our construction process with advanced technology.

We contract with major suppliers for the materials used in the construction of the buildings. We receive general pricing proposals from various suppliers of raw materials and select the proposal with the best terms and conditions for each development. In addition to pricing, we select our suppliers by the quality of their materials. We set forth specific minimum quality requirements for each construction, and the chosen supplier must meet this quality requirement. The materials for our developments are readily available from multiple sources and, accordingly, we do not rely on any one supplier for our raw materials.

Our four largest suppliers in terms of volume are Gerdau Açominas S.A., Votorantim Cimentos Brasil Ltda., Cia. Brasileira de Concreto S.A. and Supermix Concreto S.A. In general terms, we purchase products for our construction based on the scheduled requirements, and we are given approximately 28 days to pay. The products we purchase generally come with a five-year warranty. We do not have any exclusive arrangements with our suppliers. We work closely with suppliers, enabling them to schedule their production in order to meet our demand or notify us in advance in the event they anticipate delays. We have good relationships with our suppliers and have experienced no significant construction delays due to shortages of materials in recent years. We do not maintain inventories of construction materials.

We achieve significant economies of scale in our purchases because we

- use standard construction techniques,
- engage in a large number of projects simultaneously, and
- have long-term relationships with our suppliers. We periodically evaluate our suppliers. In the event of problems, we generally replace the supplier or work closely with them to solve the problems.

Customer Services

In our industry, customer satisfaction is based in large part on our ability to respond promptly and courteously to buyers before, during and after the sale of our properties, including providing an owner's guide containing all the documents of the unit delivered. We use innovative and personalized customer service techniques beginning with the initial encounter with a potential customer. Our customer service techniques are innovative as we believe we were one of the first homebuilders in Brazil to introduce services such as breakfast for customers at construction sites and providing monthly photos to customers on the progress of the construction. These services are provided with the objective of educating customers on the progress of the construction and improving customers' experience with the purchase of our units. Other customer services efforts include:

- a dedicated outsourced call center with consultants and specialists trained to answer our customers' inquiries;
- the development of the "Gafisa Viver Bem" portal, through which our customers can, for example, follow the project's progress, alter their registration information, simulate unit designs and check their outstanding balances;
- the development of the "Comunidade Alphaville" portal, which aims to foster a sense of community among the residents of our residential communities; and
-

the development of the “Gafisa Personal Line,” through which buyers of certain units are able to customize their units in accordance with plans and finishing touches offered by Gafisa. Such options vary by development.

As part of our customer service program in our residential developments, we conduct pre-delivery inspections to promptly address any outstanding construction issues. Prior to the delivery of each unit, we maintain regular contact with the customer by sending the customer our magazine “Gafisa Way.” We also conduct monitored

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inspections of our developments to allow buyers to gather more information from our technical personnel. In addition, we send a monthly status report on the construction of the unit. We conduct another evaluation of the customer's satisfaction with his or her unit, as well as the customer's experience with our sales personnel and our various departments (customer services, construction and title services) 18 months after the release of the certificate of acceptance of occupancy by the relevant local authority. We also provide a five-year limited warranty covering structural defects, which is required by Brazilian law.

We also promote a program called the "Alphaville Clubes – Lazer Brasil," which allows owners of the Alphaville developments and other registered members to use the facilities of all Alphaville clubs throughout the country. News on our Alphaville communities are posted on Alphaville's website, which also contains documents and information related to each of our Alphaville developments exclusively for owners of Alphaville developments.

Competition

The real estate market in Brazil is highly fragmented and competitive with low barriers to entry. The main competitive advantages include price, financing, design, quality, reputation, reliability, meeting delivery expectations, partnerships with developers and the availability and location of the land. In particular, certain of our competitors have greater financial resources than we do, which could be an advantage over us in the acquisition of land using cash. In addition, some of our competitors have a better brand recognition in certain regions, which could give them a competitive advantage in increasing the velocity of their sales. Because of our geographic diversification, we believe that we have access to different markets within Brazil that have different demand drivers.

Because of the high fragmentation of the markets we operate in, no single developer or construction company is likely to obtain a significant market share. With the exception of São Paulo and Rio de Janeiro where we face competition from major publicly-traded competitors, in other regions we generally face competition from small and medium-sized local competitors that are not as well-capitalized. We expect additional entrants, including foreign companies in partnership with Brazilian entities, into the real estate industry in Brazil, particularly the São Paulo and Rio de Janeiro markets.

The table below sets forth the most recent data available on our market share in the São Paulo and Rio de Janeiro markets:

São Paulo (1) – Gafisa's Market Share

Year	Year ended December 31,		
	2009	2008	2007
	(Launches in R\$ million)		
Local market	12,718	17,365	17,537
Gafisa(2)	896	1,187	747
Gafisa's market share	7.0	% 6.8	% 4.3

Source: EMBRAESP and SECOVI.

Rio de Janeiro (1) – Gafisa's Market Share

Year	Year ended December 31,		
	2009	2008	2007
	(Launches in R\$ million)		
Local market	2,809	4,260	3,464
Gafisa(2)	85	629	265

Gafisa's market share	3.0	%	14.8	%	7.7	%
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Source: ADEMI.

(1) Metropolitan region.

(2) Gafisa stake.

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We believe we are the leader in residential community developments. Our subsidiary Alphaville has a sizable and what we believe to be non-replicable land reserves, which will foster our future growth in the upcoming years with relatively low risk.

Seasonality

Although the Brazilian real estate market is not generally seasonal, there are a few months of the year when the market slows down (January, February and July) of each year. These months coincide with school vacations and result in the postponement of investment decisions. We are impacted similarly as the rest of the market during such period.

Subsidiaries

We carry out our real estate developments directly or through our subsidiaries or our jointly-controlled entities in partnership with third parties. As of December 31, 2009, we had 58 subsidiaries and 40 jointly-controlled entities under operations, all of them incorporated as special purpose entities and headquartered in Brazil. Our subsidiaries and jointly-controlled entities operate exclusively in the real estate sector.

Intellectual Property

Trademarks

Our trademarks are filed or registered in Brazil with the Brazilian Institute of Industrial Property (Instituto Nacional de Propriedade Industrial), or the "INPI." Currently, the registration process takes approximately 30 to 36 months from the date of filing of the application for a definitive registration to be granted. From the date of filing of the application to the date of the definitive registration, the applicant has an expectation of right for the use of the trademark in connection with the products and services for which the trademark was applied for.

Each trademark registration is effective for a 10-year period and is renewable for equal and successive periods. Renewal of registration is granted by request accompanied by payment of renewal fees during the final year of the trademark's registration or within the 6-month waiting period after the registration has expired. In the latter case, if the request is not accompanied by due payment, the registration is cancelled by the INPI.

A trademark registration is terminated by (1) expiration of its term; (2) the trademark holder's total or partial waiver of the rights granted by registration; (3) forfeiture, in the case of the applicant's or the holder's failure to use a registered trademark in connection with goods or services for a period of more than five years; or (4) failure to appoint a Brazilian resident with powers to represent the applicant or holder in administrative or judicial proceedings, in cases where the applicant or the holder resides abroad.

As of the date of this annual report, we had approximately 108 pending trademark applications and 96 trademark registrations in Brazil with the INPI, including our subsidiaries (except for (1) Alphaville, which had approximately 68 pending trademark applications and 110 trademark registrations under its name and (2) Tenda, which had 35 pending trademark applications and 6 trademark registrations, including four trademark applications and one trademark registrations currently under FIT's name with the INPI). Our most significant trademark is "Gafisa," which is duly registered with the INPI in the relevant market segment. Our trademark registrations will expire, unless renewed, between May 2010 and December 2019. Alphaville's trademark registrations will expire, unless renewed, between April 2011 and November 2019 and Tenda's trademark registrations will expire, unless renewed, between January 2016 and December 2019. We will seek to renew our trademarks expiring in 2010, after evaluating their continuing applicability.

Our only trademark registration outside of Brazil is for the trademark “Gafisa,” which is registered in the United States.

Domain Name

As of the date of this annual report, we, together with our subsidiaries, were the owners of approximately 140 domain names including our and our subsidiaries’ principal websites. The term of each domain name registration is one year and is renewable for equal and successive periods. An annual fee payment is necessary for the maintenance

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of the domain name registrations. Other than non-payment of the annual fee, domain name registration may be cancelled by: (1) express waiver of the owner; (2) irregularities in the data form as requested by the respective agency; (3) non-compliance with applicable regulations; (4) judicial order; or (5) in the case of foreign companies, non-compliance with the obligation to initiate the company's activities in Brazil. Two of our domain names expired in December 2009 and in January 2010 and we are in process of renewing them. The other domain names will, unless renewed, expire between March 2010 and January 2012. We will seek to renew our domain names expiring in 2010, after evaluating their continuing applicability.

Patents

We have no patents registered in our name.

Licenses

Under Brazilian laws, we are required to obtain a variety of licenses for each of our new developments. As of the date of this annual report, we have obtained all necessary licenses and permits to operate our business.

Insurance

We maintain insurance policies with leading and financially sound Brazilian insurance companies, such as Allianz Seguros S.A., UBF Garantias & Seguros S.A., Itau Unibanco Seguros e J.Malluceli Seguros S.A. and Áurea Seguros S.A. Our insurance policies cover potential risks from the commencement of construction, including property damages, business interruption, engineering risks, fire, falls, collapse, lightning, gas explosion, and possible construction errors. Such insurance policies contain customary specifications, limits and deductibles. We do not maintain any insurance policy for our properties after construction is completed. Our management believes that the insurance coverage for our properties is adequate. No assurance can be given, however, that the amount of insurance we carry will be sufficient to protect us from material loss in the future.

Regulatory Framework

Brazilian Government and Real Estate Sector Regulations.

The real estate sector is directly regulated by the Brazilian government and is indirectly impacted by the government's regulations on the availability of credit. Regulations include development policies, zoning restrictions and environmental laws which can determine the availability of different products offered in the market. For example, city master plans restrict the types of real estate developments that can be constructed in a given area.

As a general rule, the NBCC requires that the transfer of title of real estate properties, as well as the assignment, transfer, change or waiver of rights on real estate properties, be carried out by means of a public deed, except in certain cases, such as when the Real Estate Finance System (Sistema Financeiro Imobiliário), or SFI, or the SFH, are involved. The intent of this rule is to increase the security of property transfers.

According to applicable law, transfer of real estate title is only deemed effective upon the registration of the transfer with the relevant Real Estate Registry Office. The procedure for the execution of public deeds and also the respective registration with the Real Estate Registry Office (Registro Imobiliário) is regulated by the Brazilian Law of Public Registers (Lei de Registros Públicos).

Real Estate Development

Real estate development activities are regulated by Law No. 4,591 of December 16, 1964, as amended, or Law No. 4,591. The main duties of a developer are to: (1) obtain all required construction approvals and authorizations from the proper authorities; (2) register the development with the Real Estate Registry Office (without registration, the developed units cannot be sold); (3) indicate in the preliminary documents the deadline for the developer to withdraw from the development; (4) indicate in all advertisements and sales contracts the registration number of the development with the Real Estate Registry Office; (5) oversee the construction of the project established by the contract which must be in accordance with the approval granted by the authorities; (6) deliver to the final owner the completed units, in accordance with the contractual specifications, and transfer to the final owner the title of the unit by signing the final sale deed; (7) assume sole responsibility for the delivery of the developed units to the respective

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purchasers; (8) assume sole responsibility in the event the construction of the unit is not in accordance with the advertisements and sale contracts; and (9) provide construction blueprints and specifications along with the joint ownership agreement to the proper Real Estate Registry Office. The final owner is obligated, in turn, to pay the price related to the cost of the land and the construction.

The construction of the real estate units may be contracted and paid for by the developer or by the final owners of the units. Brazilian law provides for two pricing methods in real estate development: (1) construction under contract and (2) construction under a system of management. In construction under contract, the contracting parties will either set a fixed price, stipulated before the construction begins, or agree on an adjustable price pegged to an index determined by the contracting parties. In construction under a system of management, an estimated price is agreed upon by the contracting parties, but no fixed final price is provided at the beginning of the construction process. The actual amount that purchasers of the units pay depends on the monthly costs of the developer or contractor.

Urban Land Subdivisions

Urban land subdivisions consist of subdivisions of urban land parcels into building lots and the construction of new roads and other infrastructure, and are regulated by Law No. 6,766 from December 19, 1979. The Brazilian Urban Land Subdivision Act governs urban land subdivisions and establishes, among other things, the planning and technical requirements for this form of land parceling and the obligations of the developers, and also provides for fines and sanctions in the event of violation of its provisions.

Under the Urban Land Subdivision Act, land subdivisions are intended for the creation of lots in urban areas or urban expansion zones, as defined by the planning director or approved by municipal law, and must comply with Law No. 6,766 from December 19, 1979.

For the construction of land subdivisions, the developer must proceed through the following steps: (1) prior to developing the land subdivision plan, it must request the municipality in which the development will be located to issue directives on use policies specifically to the land, such as the delineation of lots, road and street systems and areas reserved for municipal or community properties; (2) pursuant to the directives issued by the municipality, it must develop a plan for the proposed land subdivision and present it to the municipality for approval, including the plans, designs, descriptions, and schedule for performance of the work, among other documents; and (3) after approval for the land subdivision project is obtained, it must be submitted for recording in the property registry of the appropriate Real Estate Registry Office within 180 days.

In addition to the approval of the project by the municipality in which the development will be located, the approval of other governmental bodies may be necessary in cases where the land subdivision: (1) is located in an area of particular interest, such as a protected cultural heritage site, as defined by state or federal legislation; (2) is located in the boundary area of a city, belongs to more than one municipality, or is in a metropolitan region as defined in state or federal law; or (3) has an area greater than 1 million m², in which case the state where the development will be located will be responsible for reviewing and approving it prior to the approval by the municipality, and will also determine the regulations to which the development must be subject.

The legal requirements for the approval of the land subdivision by a municipality include: (1) the developer must preserve a percentage of the land used for residential communities as open spaces for public use and for municipal or community properties with the percentage determined by each municipal zoning code; (2) each lot must have a minimum area of 125 m² and the distance between the building and the street must be at least five meters; and (3) the developer must reserve 15 meters of land on either side of running or still water and of strips of public domain land for roads and highways.

The Urban Land Subdivision Act also sets forth locations where subdivisions are not permitted, such as: (1) on wetlands and those subject to flooding, until measures have been taken to assure water drainage; (2) on land that has been filled with material that is a public health hazard, unless previously cleaned up; (3) on land that has a slope equal to or greater than 30 degrees, unless the requirements of the appropriate authorities have been met; (4) on lands where geological conditions make buildings inadvisable; and (5) in ecological preserves or areas where pollution creates unacceptable sanitary conditions, until corrected.

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In order to offer greater security to the property market, the Urban Land Subdivision Act prohibits the sale or promise of sale of any lot that is the result of a subdivision where the developer has not previously obtained approval by the appropriate municipality and the development has not been recorded with the respective Real Estate Registry Office. If any such lot is sold or contracted to be sold, the developer and any person or legal entity benefiting from such sale or promise of sale shall be jointly liable for the resulting damages to the purchaser and the public authorities.

Assets for Appropriation

Law No. 10,931 provides for certain protection of real estate assets. Accordingly, such protected assets are segregated from other properties, rights and obligations of the developer, including other assets previously appropriated, and such appropriated assets can only be used to guarantee debts and obligations related to the respective development. The appropriated assets are considered bankruptcy free and will not be affected in the event of bankruptcy or insolvency of the developer. In the event of a bankruptcy or insolvency of the developer, joint ownership of the construction may be instituted by a resolution of the purchasers of the units or by judicial decision. The joint owners of the construction will decide whether the project will proceed or the assets appropriated will be liquidated. Developers may also opt to submit a project to appropriation in order to benefit from a special tax system. Under this system, land and objects built on the land, financial investments in the land, and any other assets and rights with respect to the land are considered to be protected for benefit of the construction of that development and the delivery of the units to the final owners, and are thus separate from the remaining assets of the developer.

In addition, in order to encourage the use of the appropriation system, a new rule was enacted on March 30, 2009, which granted tax benefits for the adoption of the system by reducing tax rates on appropriated assets from 7% to 6% and, in the case of the appropriated assets under the public housing program “Minha Casa, Minha Vida,” from 7% to 1%.

We have not yet utilized the appropriation system for any of our real estate developments. We prefer to use our subsidiaries and our jointly-controlled entities for each specific real estate development. Our subsidiaries and jointly-controlled entities allow us to borrow funds by segregating the credit risk taken on by the financial institutions.

Credit Policy Regulations

The real estate sector is highly dependent on the availability of credit in the market, and the Brazilian government’s credit policy significantly affects the availability of funds for real estate financing, thus influencing the supply and demand for properties.

Housing Finance System, or “SFH”

Law No. 4,380 of August 21, 1964, as amended, created the SFH to promote the construction and ownership of private homes, especially for low income earners. Financing resources under the SFH’s control are provided by the Government Severance Indemnity Fund for Employees (Fundo de Garantia por Tempo de Serviço), or “FGTS,” and from savings account deposits. The FGTS, created by Law No. 5,107 of September 13, 1966 and regulated by Law No. 8,036 of May 11, 1990, imposes a mandatory 8% employee payroll deduction on all employees in Brazil. Employees maintain FGTS accounts, which are similar to pension funds, and are allowed, among other things, to use the funds deposited in the accounts for the acquisition of real estate property under certain circumstances, as set forth by applicable law. CEF is the agency responsible for managing the funds deposited in the FGTS. In order to be eligible for the financing, the beneficiary must purchase either (1) a new unit priced between R\$80,000 and R\$130,000 with a minimum down payment of 5% or (2) a completed unit or unit under construction priced at up to R\$450,000. In addition, in both cases, the beneficiary shall (1) not own or be the committed purchaser of any residential real estate financed by SFH within Brazil; (2) not own or be the committed purchaser of, any real estate

property built or under construction in both his or her current city of residence and the city where the beneficiary conducts his or her main activities; (3) reside for at least one year in the city where the property is located; (4) pay the FGTS; and (5) be registered for at least three years with the FGTS regime. The unemployed also have access to the FGTS to purchase real estate property provided that he still has funds on the FGTS account (where the 8% payroll deduction was deposited while employed).

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Financings that originate from savings account deposits in the entities comprising the Brazilian Saving and Loan System (Sistema Brasileiro de Poupança e Empréstimo), or “SBPE,” are regulated by the Central Bank. Such financings can be obtained through the SFH, which is strictly regulated by the Brazilian government, or through the mortgage portfolio system, where banks are free to set the financing conditions. SFH financing offers fixed interest rates lower than the market rates, capped at 12% per year, and SFH financing contract terms vary, in general, between 15 and 30 years. The mortgage portfolio system financing offers market interest rates as determined by the financial institutions, generally varying between 12% and 14% per year.

CMN Resolution No. 3,347 of February 8, 2006, as amended, or Resolution No. 3,347, provides for the allocation of the funds deposited in savings accounts in the entities comprising SBPE and states that the following conditions must be met for SFH financing: (1) the maximum amount of the financing is R\$450,000; (2) the maximum sales price for the financed unit is R\$500,000; (3) the maximum actual cost to the borrower, which includes charges such as interest, fees and other financial costs, except insurance, may not exceed 12% per year; and (4) in the event of an outstanding balance at the end of the financing term, such term will be extended by half of the initial term.

SFH financings need to be secured by at least one of the following: (1) a first mortgage over the unit that is being financed; (2) a conditional sale over the unit that is being financed, as prescribed by Law No. 9,514 of November 20, 1997, as amended by Law No. 10,931 of August 2, 2004, or Law No. 9,514; (3) a first mortgage or conditional sale, as determined by Law No. 9,514, of other property of the borrower or a third party; or (4) some other guarantee, as established by the financing agent. SFH funds are only released upon the formalization of one of these methods of guaranteeing the loan.

The federal government has recently announced changes in the regulations on financing and construction in order to promote growth in the real estate market. Among the measures announced are: (1) financial institutions have the option to grant financing with previously fixed rates; (2) lenders have the option of excluding the TR index (Taxa Referencial) from the financing and applying only the limit of 12% per year; (3) allowing financing installment payments to be directly deducted from a borrower’s wage; (4) establishing a new credit program from CEF to real estate developers; and (5) reducing the Tax on Manufactured Products (Imposto sobre Produtos Industrializados), or “IPI,” for products utilized in the construction segment.

Mortgage Portfolio

While a large portion of the funds in the deposits in saving accounts are allocated to SFH, some of the funds are allocated to loans granted at market rates. CMN Resolution No. 3,005 of July 30, 2002, as amended, before the enactment of Resolution No. 3,347, increased the financing of new real estate projects from approximately R\$2 billion in 2003 to approximately R\$3 billion in 2004 and established that at least 65% of these deposits should be used for real estate financing, with a minimum of 80% of the financing going to housing loans under the SFH and the remaining balance for loans granted at market rates which are usually higher than in SFH loans, including mortgage portfolio used by banks for the concession of housing loans.

In early 2005 the Brazilian government took a number of measures to better regulate the use of the funds raised in savings account deposits in order to promote growth of the real estate sector, these measures included: (1) cancellation of payment to the Central Bank of funds not invested in real estate financing in January, February and March; (2) creation of a real estate interbank deposit market to allow financial institutions with excessive investments in real estate to trade with financial institutions that has capacity for more real estate credits; (3) increase of the operating limits of the SFH to units with a maximum sales price of R\$350,000; (4) review of the factors used in the calculation guidelines of the SFH in order to stimulate financing for the acquisition of new real estate properties at a low cost, applicable as of January 1, 2005; and (5) authorization for the SFH to provide financing to legal entities for the construction of development projects for their employees, provided that such entities follow all SFH guidelines. These

changes have significantly increased the funds available for investments in the Brazilian real estate sector.

Real Estate Finance System, or “SFI”

The SFI was created by Law No. 9,514 to establish assignment, acquisition and securitization criteria for real estate credits. The system seeks to develop primary (loans) and secondary (trading of securities backed by

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receivables) markets for the financing of real estate properties by creating advantageous payment conditions and special protection of creditors' rights. The SFI supervises real estate financing transactions carried out by savings banks, commercial banks, investment banks, real estate credit portfolio banks, housing loan associations, savings and loan associations, mortgage companies and other entities authorized by the CMN to provide such financing. SFI real estate credits may be freely negotiated by the parties, under the following conditions: (1) the amount loaned and the related adjustments must be fully reimbursed; (2) interest must be paid at the rates established by the contract; (3) interest must be capitalized; and (4) borrowers must purchase life and permanent disability insurance.

Real estate sales, rental, or other real estate property financing in general, can be negotiated with non-financial institutions under the same conditions permitted by authorized entities under the SFI. In these cases, non-financial entities are authorized to charge capitalized interest rates greater than 12% per year.

The following types of guarantees are applicable to loans approved by the SFI: (1) mortgages; (2) fiduciary assignment of credit rights resulting from sales contracts; (3) guarantee of credit rights resulting from contracts of sale or promise of sale of property; and (4) conditional sale of real estate property.

Law No. 9,514 also reformed securitizations of real estate assets provisions, making them less expensive and more attractive. The securitization of credits in the context of the SFI is made through real estate securitization companies, non-financial institutions formed as joint stock companies whose objective is to acquire and securitize real estate credits. Funds raised by the securitizing companies can be made through the issuance of debentures or notes, or the creation of a new type of Real Estate Receivable Certificates (Certificados de Recebíveis Imobiliários), or "CRIs." According to applicable law, CRIs are nominative credit securities issued exclusively by securitizing companies, backed by real estate credits, freely negotiated, and payable in cash. CRIs tend to have, among others, the following characteristics: they are issued in book-entry form, they may have fixed or floating interest rates and can be paid in installments, they may contain adjustment provisions, they are registered and traded through centralized systems of custody and financial settlement of private securities and they can be secured by the assets of the issuing company.

"Minha Casa, Minha Vida" Program

Provisional Measure No. 459 enacted on March 25, 2009, created a public housing program called "Minha Casa, Minha Vida," which calls for government investment of more than R\$30 billion and is focused on building one million houses for families with monthly incomes of up to ten times the minimum wage. Under this program, the government is authorized to spend up to R\$2.5 billion on families with monthly incomes of up to six times the minimum wage purchasing houses with assessed values between R\$80,000 and R\$130,000.

Municipal Legislation

Municipal planning is regulated by articles 182 and 183 of the Federal Constitution and by Law No. 10,257 of July 10, 2001 (Estatuto da Cidade). Law No. 10,257 provides, among other things, for the establishment of (1) rules for the parceling, use and occupation of urban tracts of land in each municipality for the collective welfare and environmental balance of the community; and (2) a master plan, which shall be reviewed every 10 years. The master plan is the guiding tool used to plan developments in the urban areas of each municipality and is used as a reference by all public and private agents acting within the municipality. It establishes the strategic goals and general guidelines for urban construction, the objectives and guidelines for differentiated areas of planning and the instruments for their deployment.

We set out below certain details of the laws governing the municipal planning of the two major cities in which we operate, São Paulo and Rio de Janeiro:

São Paulo Municipality

City laws govern the zoning, construction, parceling, use and occupation of land in the municipality of São Paulo. They set forth technical and urban planning requirements for parceling, and provide that the division, subdivision or segregation of urban tracts of land are subject to the prior approval of the São Paulo municipal government. Moreover, the zoning laws describe the types of permissible uses for the land and their respective

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characteristics, by dividing São Paulo into areas of use with fixed locations, limits and boundaries. They also provide for fines and sanctions for noncompliance.

Municipal Law No. 13,430 of September 13, 2002, approved the master plan and created the Planning System of the municipality of São Paulo. In addition, Law No. 11,228 of June 25, 1992, approved the Code of Works and Construction, regulated by Decree 32,329 of September 23, 1992, which governs administrative and executive procedures and sets forth the rules to be followed in the planning, licensing, execution, maintenance and use of public works and construction within properties in the municipality of São Paulo, and provides for sanctions and fines applicable in cases of non-compliance with these rules.

Rio de Janeiro Municipality

Decree 322 of March 3, 1976, of the municipality of Rio de Janeiro, and Decree “E” 3,800 of April 20, 1970, of the then State of Guanabara, jointly created the municipality’s Zoning Regulation, Land Parceling Regulation and Construction Regulation. These regulations control the use of the municipality land, including urban zoning, use of properties, development of construction sites and conditions for the use of each zone in the municipality. The Ten-Year Master Plan of the municipality, approved pursuant to Supplementary Law 16 of June 4, 1992, establishes rules and procedures related to urban policy of the municipality, determines guidelines, provides instruments for its execution and defines area policies and their related programs, aiming at meeting the social needs of the city.

Environmental Issues

We are subject to a variety of Brazilian federal, state and local laws and regulations concerning the protection of the environment, as described below. Applicable environmental laws may vary according to the development’s location, the site’s environmental conditions and the present and former uses of the site. These environmental laws may result in delays, cause us to incur substantial compliance and other costs, and prohibit or severely restrict development. Before we purchase any real estate property, we conduct investigations of all necessary and applicable environmental issues, including the possible existence of hazardous or toxic materials, waste substances, springs, trees, vegetation and the proximity of the real estate property to permanent preservation areas. We generally condition the consummation of real estate property acquisitions on obtaining the required regulatory approvals prior to closing.

We have adopted certain practices to further our commitment to environmental protection and landscape development. Through our Selective Collection Project, we have partnered with private and governmental entities, including non-governmental organizations, to educate others about the environment. We provide training to all of our outsourced workers before we begin work on any particular project that focuses on the importance of preserving the environment and how to effectively collect, store and control recycling materials. Our subsidiary Alphaville was given the “ECO Award” in 2006 and 2007 by the American Chamber of Commerce, the “Top Ambiental Award” (Top Environmental Award) in 2007 and 2008 by the Brazilian Association of Marketing and Sales Agents, in recognition for its environmentally responsible practices and the “Top Social Award” in 2008 and 2009, by the Brazilian Association of Marketing and Sales Agents, in recognition for its socially responsible practices. Our Eldorado Business Tower building is the fourth building in the world, and the only building in Latin American, to be pre-certified by U.S. Green Building Council as a Leed CS 2.0 Platinum building for leadership in energy and environmental design.

Environmental Licenses and Authorizations

Brazilian environmental policy requires environmental licenses and permits for the construction of development projects. This procedure is necessary for both initial constructions and improvements of existing developments, and the licenses must be periodically renewed. The Brazilian Institute of Environment and Renewable Natural Resources

(Instituto Brasileiro do Meio Ambiente e dos Recursos Naturais Renováveis), or the IBAMA, is responsible for granting such licenses in regional or national developments affecting the environment of more than one state or the country borders. In other cases, state entities are responsible for granting such environmental licenses.

The environmental licensing process is comprised of three stages: initial license, construction license and operational license. The licensing process imposes a fee up to 0.5% of the total cost of construction for all projects significantly affecting the environment and constructed since July 2000. If an environmental license is mandatory

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for a project, starting work without such a license is an environmental crime, and is subject to injunctions prohibiting continuing the development activities and fines of up to R\$10 million. The construction, maintenance and sale of our projects may be hampered or halted by delays in or a failure to receive the applicable licenses, or by our inability to meet the requirements set forth in the licenses or otherwise established by the environmental authorities.

The construction of real estate developments often requires land moving activities, and in many cases, the cutting down of trees. These activities may require prior authorization of the relevant environmental authorities. As conditions to granting these authorizations, the relevant environmental authorities may require the licensees to plant new trees or acquire forests to repair the areas affected. Unauthorized activity in these protected areas or the cutting down of protected trees are environmental crimes, and could also result in administrative and legal penalties or other liabilities.

Solid Residues

Brazilian environmental legislation regulates the treatment of solid residues, including those arising from construction. A violation of these regulations could result in penalties. See “—Environmental Responsibility.”

Contaminated Areas

We develop and construct projects in several states within Brazil. Each state member has its Environmental Secretary and/or Environmental Agency. The São Paulo State Secretary of Environment (Secretaria de Estado do Meio Ambiente de São Paulo), or the SMA, and the Environmental Company of São Paulo (Companhia Ambiental do Estado de São Paulo), or CETESB, are the principal environmental regulatory entities of the State of São Paulo, and they have adopted procedures with regard to the management of contaminated areas, including the creation of environmental standards to preserve the quality of land and underground water. In addition, the Rio de Janeiro State Secretary of Environment (Secretaria de Estado do Meio Ambiente e Desenvolvimento Urbano do Rio de Janeiro) and the State Environmental Institute of Rio de Janeiro, or INEA, also maintain quality standards established by CONAMA Resolutions. Other member states have similar requirements. Non-compliance with the guidelines established by the environmental and health entities may result in criminal, as well as administrative and legal penalties. Moreover, the owners of properties may be required to pay for costs relating to the clean-up of any contaminated soil or groundwater at their properties, even if they did not cause the contamination.

To ensure that we will be able to comply with these and other environmental requirements, we conduct investigations of all necessary and applicable environmental issues, including the possible existence of hazardous or toxic materials, waste substances, springs, trees, vegetation and the proximity of the real estate property to permanent preservation areas, and we work towards ensuring the proper solutions to any environmental issues given the relevant requirements of law.

Environmental Responsibility

The Brazilian environmental legislation establishes criminal, civil and administrative penalties for individuals and legal entities carrying out activities considered to be environmental infringements or crimes, independent of the obligation to repair any environmental damage. The penalties to which we may be subject as a result of environmental crimes and infringements include the following:

- the imposition of fines that, at the administrative level, may amount to R\$50 million, depending on the infringer’s financial condition, the facts of the case, and any prior violations by the infringer. Fines may be doubled or tripled in the case of repeated infringements;
- suspension of development activities;

- loss of tax benefits and incentives; and
- imprisonment.

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The directors, executive officers and other individuals acting as our representatives or attorneys-in-fact are jointly responsible for the environmental crimes related to us, and are subject, according to their relative level of responsibility, to penalties and possibly the loss of their rights and liberty.

In Brazil, environmental damages involve strict liability. This means that the costs of remedying the problems may be imposed on all persons directly or indirectly involved, without regard to who was responsible for the damage or contamination. Accordingly, we may be responsible for any environmental damages or costs relating to projects developed by subsidiaries or by jointly-controlled entities. In addition, we are responsible for costs relating to environmental damages on our projects caused by third parties who are rendering services for us, such as cutting trees or moving soil, if they are not in compliance with environmental requirements. Moreover, Brazilian environmental legislation provides that the controlling legal entity can be found liable despite a limited liability legal status if this will assist in the collection of damages.

C. Organizational Structure

The following chart shows our organizational structure for our principal subsidiaries, all of them incorporated in Brazil, as of December 31, 2009:

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For more information on our remaining subsidiaries and jointly-controlled entities, see “Item 4. Information on the Company—B. Business Overview—Subsidiaries.” A list of our significant subsidiaries as determined in accordance with Rule 1-02(w) of Regulation S-X is being filed as Exhibit 8.1 to this annual report.

D. Property, Plant and Equipment

We lease our headquarters located at Av. Nações Unidas No. 8,501, 19th floor, São Paulo, SP – Brazil. We also lease our branch office located at Avenida das Américas, 500, block 19—rooms 101 and 102, in Rio de Janeiro, RJ- Brazil. Currently, we and our main subsidiaries leased approximately 5,000 square meters. We believe our current facilities are adequate for the full development of our operations.

Our properties for sale, including both completed and uncompleted units, are recorded as current assets at their cost of purchase and construction plus capitalized interest from project-specific financing, provided that it does not exceed their expected realizable value.

As of December 31, 2009, our property and equipment recorded on our balance sheet mainly consisted of sales stands, facilities, model apartments, computer equipment, vehicles and leasehold improvements, among others, the balance of which was R\$56.5 million.

ITEM4 A. UNRESOLVED STAFF COMMENTS

The Company has unresolved Staff comments to which the Company believes it has appropriately addressed in this filing. The Company has revised its Management Discussion and Analysis in Item 5 and restated the information presented herein under U S generally accepted accounting principles.

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ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. Operating Results

In 2008, we have retroactively applied changes to Brazilian GAAP introduced by the CPC and the provisions of Brazilian Law No. 11,638/07 from January 1, 2006 to ensure consistency of presentation in our financial statements. All periods presented as from January 1, 2006 have been modified to reflect such new accounting practices.

Following the acquisition, formation and incorporation of the entities Alphaville, FIT and Bairro Novo in 2007 and following the merger of FIT into Tenda in 2008, our financial results for 2007 and 2008 included the results of the following segments: Gafisa S.A., Alphaville, Tenda, FIT (merged with Tenda in October 2008) and Bairro Novo. Further, following Gafisa's withdrawal from Bairro Novo and the exchange of all the remaining Tenda shares not held by Gafisa into Gafisa shares (merger of shares), our financial results for 2009 included the results of the following segments" Gafisa S.A., Alphaville and Tenda. See "Item 4. Information on the Company—A. History and Development of the Company—Historical Background and Recent Developments." Our chief executive officer, who is responsible for allocating resources among these businesses and monitoring their progress, uses economic present value data, which is derived from a combination of historical operating results and forecasted operating results, to assess segment information primarily on the basis of different business segments.

Overview

We generate our revenues mainly from the development and sale of real estate development units or lots. We recognize revenues from the sale of real estate development units or lots over the course of their construction periods, based on a financial measure of completion and not at the time that the sales agreements are executed. To a lesser extent, we also generate revenues from real estate services such as construction, technical and real estate management we render to third parties. We structure some of our projects through either our subsidiaries or jointly-controlled entities organized as special purpose vehicles.

Brazilian Economic Environment

Our business and results of operations are significantly affected by changes in the Brazilian economic environment, including changes in employment levels, population growth, consumer's confidence, stability of income levels and availability of financing for land homesite acquisitions.

In September 2004, the Central Bank implemented a policy of increasing interest rates because inflation targets for 2005 were not being reached. The increase of interest rates had immediate consequences on the country's economic activity, which did not grow in 2005 at the same pace as it did in 2004. GDP grew by 2.3% in 2005. In September 2005, after one year of tightened monetary policy, the Central Bank started a process of gradual loosening of the Sistema Especial de Liquidação e Custódia, or "SELIC," which is the Brazilian Central Bank's system for performing open market operations, as the estimated inflation rates for 2005 and the following 12 months started to converge to the established target. The SELIC closed the 2005 year at the rate of 18%. The principal reason for the lower growth of the GDP in 2005 was the maintenance of SELIC at high levels. The inflation rate, as measured by the INPC, was 5.7%, above the target established by the Central Bank of 5.1%. The real appreciated by 13.4% against the U.S. dollar. Notwithstanding the real's appreciation, Brazil achieved a trade surplus of US\$44.7 billion, its highest trade surplus ever.

In 2006, the Central Bank continued to reduce the SELIC rate, which attained 13.25% as of December 31, 2006. During this period, average inflation according to the INPC was 3.1%. The real appreciated 9.5% in relation to the dollar, reaching R\$2.1380 per US\$1.00 as of December 31, 2006. Notwithstanding the real's appreciation, Brazil's

account balance was US\$46.5 billion in 2006.

The global economic scenario remained favorable and global growth continued to be strong throughout the year ended December 31, 2007. Favorable liquidity conditions continue despite the recent increase in the international markets' long-term interest rates. The real appreciated 20.7% in relation to the dollar, reaching R\$1.7713 per US\$1.00 as of December 31, 2007. However, the recent crisis in 2008 in the United States mortgage market affected credit markets, which had a negative impact on emerging markets and on stock exchanges throughout the world. During this period, average inflation according to the INPC was 5.9%. The SELIC rate closed the 2008 year at the

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rate of 11.8%. The real depreciated 24.2% in relation to the dollar, reaching R\$2.34 per US\$1.00 as of December 31, 2008.

In 2009, the Central Bank began gradually reducing the SELIC rate, which attained 9.05% as of December 31, 2009. During this period, average inflation according to the INPC was 3.92%. The real appreciated 34.2% in relation to the dollar, reaching R\$1.74 per US\$1.00 as of December 31, 2009.

The table below shows the actual growth of the Brazilian GDP, inflation, interest rates and dollar exchange rates for the periods indicated:

	Year ended December 31,		
	2009	2008	2007
	(% , unless otherwise stated)		
Real growth in GDP	n.a.	5.1	5.7
Inflation rate (INPC)(1)	4.1	6.5	5.9
Inflation rate (IGP–M)(2)	(1.71)	9.8	7.7
National Construction Index (INCC)(3)	3.20	11.9	6.2
TJLP rate (4)	6.0	6.3	6.3
CDI rate (5)	8.62	12.4	11.8
Appreciation (devaluation) of the real vs. US\$	34.2	(24.2)	20.7
Exchange rate (closing) — US\$1.00	R\$ 1.74	R\$2.34	R\$1.77
Exchange rate (average)(6) — US\$1.00	R\$ 1.99	R\$2.03	R\$1.95

(1) INPC: consumer price index measured by the Brazilian Institute of Geography and Statistics (Instituto Brasileiro de Geografia e Estatística), or “IBGE.”

(2) General Market Price Index (Índice Geral de Preços—Mercado) measured by Getulio Vargas Foundation (Fundação Getulio Vargas), or “FGV.”

(3) National Index of Construction Cost (Índice Nacional de Custo da Construção) measured by FGV.

(4) Represents the interest rate used by the National Bank of Economic and Social Development (Banco Nacional de Desenvolvimento Econômico e Social), or “BNDES” for long-term financing (end of period).

(5) Represents an average of interbank overnight rates in Brazil (accumulated for period-end month, annualized).

(6) Average exchange rate for the last day of each month in the period indicated.

Brazilian Real Estate Sector

The Brazilian real estate sector is characterized by cyclical performance influenced by various macroeconomic factors. Demand for housing, the availability of financing and growth in population and incomes are, among others, factors that influence the performance of the real estate market.

Since 1994, Brazil’s ability to control inflation has contributed to the country’s economic recovery (particularly at the lower income level) and allowed Brazil to assert itself more effectively into the global economic context. For example, during the second half of the 1990s, policies that promoted economic liberalization and privatization of public services facilitated a significant influx of foreign investment. This environment generated pressure among the

Brazilian financial and business communities to encourage responsible and transparent public management, promoting economic stability. In general, the current and previous presidential administrations have adopted comparatively austere economic policies, characterized by increased independence from the Central Bank, transparency and control over public accounts. Another significant effect of Brazil's heightened international profile and economic stability was an increase in the competitiveness of various economic sectors, with a notable improvement in standards of corporate administration and governance. This pattern, along with favorable conditions in the global economy, have contributed to improved economic indicators in Brazil.

In addition, since 2006, the Brazilian government has enacted incentives in the real estate sector, including the following:

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- Provisional Measure No. 321 enacted on September 12, 2006, later converted into Law No. 11,434 enacted on December 28, 2006, gave banks the option to charge fixed interest rates on mortgages;
- Decree No. 5,892 enacted on September 12, 2006, amended Decree No. 4,840 enacted on September 17, 2003, allowed payroll deductible mortgage loans to employees of both public and private entities;
- Provisional Measure No. 459 enacted on March 25, 2009, created a public housing program called “Minha Casa, Minha Vida,” which calls for government investment of more than R\$30 billion and is focused on building one million houses for families with monthly incomes of up to ten times the minimum wage; and
- Decree No. 6,006 enacted on December 28, 2006, implemented a 50% tax cut on Tax on Manufactured Products (Imposto sobre Produtos Industrializados), or IPI, levied on the acquisition of important construction products, including certain types of tubes, ceilings, walls, doors, toilets and other materials. In 2009, other decrees eliminated the IPI levied on the acquisition of similar products, but were implemented for a limited term only and are set to expire in March 2010.

Critical Accounting Policies and Estimates

Our financial statements included elsewhere in this annual report were prepared in accordance with Brazilian GAAP. The preparation of financial statements in accordance with Brazilian GAAP requires management to make judgments and estimates that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates are used for, among other things, the selection of the useful lives of movable assets and equipment, provisions necessary for contingent liabilities, taxes, budgeted costs and other similar charges. Although we believe that our judgments and estimates are based on reasonable assumptions that are subject to several risks and uncertainties and are made in light of information available to us, our actual results may differ from these judgments and estimates.

We set forth below summarized information related to our critical accounting policies. See the notes to our financial statements included elsewhere in this annual report for further information on these and other accounting policies we adopt.

Development and sale of real estate

In installment sales of finished units, revenue and costs are recognized when the sale is made regardless of the term for receipt of the contractual price, provided that the following conditions are met: (a) the value thereof can be estimated, i.e. the receipt of the sale price is known or the sum that will be received may be reasonably estimated, and (b) the process of recognition of the sales revenues is substantially completed, i.e. we are released from our obligation to perform a considerable part of our activities that will generate future expenses related to the sale of the finished unit.

In sales of unfinished units, the procedures and rules established by CFC Resolution No. 963 are:

- the cost incurred (including the cost related to land) corresponding to the units sold is fully included in our results;
- the percentage of the cost incurred for units sold (including costs related to land) is calculated as a percentage of total estimated costs, and this percentage is included in revenues from units sold, as adjusted pursuant to the conditions of the sales agreements, and in selling expenses, thus determining the amount of revenues and selling expenses to be recognized;

- any amount of revenues recognized that exceeds the amount received from clients is recorded as current or non-current “Receivables from clients”. Any amount received in connection with the sale of units that exceeds the amount of revenues recognized is recorded as “Obligations for purchase of land and advances from clients”;

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- interest and inflation adjustments on accounts receivable from the time the client takes possession of the property, as well as adjustments to present value of accounts receivable, are included in our results for the development and sale of real estate using the accrual basis of accounting; and
- financial charges on accounts payable from the acquisition of land and on real estate credit operations incurred during the construction period are included in the costs incurred, and recognized in our results upon the sale of the units of the venture to which they are directly related.

Taxes on the difference between revenues from real estate development and taxable accumulated revenues are calculated and recognized when the difference in revenues is recognized. Other income and expenses, including advertising and publicity, are included in results as they are incurred using the accrual basis of accounting.

Allowance for doubtful accounts

The allowance for doubtful accounts is recorded under selling expenses in an amount we consider sufficient to cover any probable losses on realization of our accounts receivable from our customers; no adjustment is made to net operating revenues.

Consolidation

We structure some of our projects through either our subsidiaries or jointly-controlled entities in partnership with third parties both incorporated as special purposes vehicles. Our consolidated financial statements include our accounts and those of all our subsidiaries, with separate disclosure of the participation of minority shareholders. The proportional consolidation method is used for investments in jointly-controlled entities, which are all governed by shareholder agreements; as a consequence, the assets, liabilities, revenues and costs are consolidated based on the proportion of the equity interest we hold in the capital of the investee.

Goodwill and amortization of gain on the acquisition of investments

We calculate goodwill at the acquisition date, for the purpose of Brazilian GAAP, as the excess purchase price over the proportion of the underlying book value, based on the interest in the shareholders' equity acquired. Amortization of gain is also calculated at the acquisition date, for purposes of Brazilian GAAP, as the excess of the book value of assets acquired over the purchase consideration.

We amortized goodwill, for purposes of Brazilian GAAP, through 2008 (no longer amortized from 2009 following a change to Brazilian GAAP) in accordance with the underlying economic basis which considers factors such as the land bank, the ability to generate results from developments launched and/or to be launched and other inherent factors. Goodwill that cannot be justified economically is immediately charged to results for the year. Amortization of gain that is not justified economically is recognized in the results only upon disposal of the investment. We evaluate whether there are any indications of permanent loss and record an impairment provision, if required, to adjust the carrying value of goodwill to recoverable amounts or to realizable values. The amortization of gain on the sale of FIT to Tenda in exchange for a 60% interest in Tenda is classified as "Deferred gain on sale of investment" for purposes of Brazilian GAAP and will be credited to income over the average estimated period of construction of the FIT real estate ventures. FIT was merged into Tenda on October 21, 2008.

Sales of Receivables for Securitization

When we sell our accounts receivable, the amount of the mortgage-backed securities issued by the real estate securitization company is recorded as a reduction of accounts receivable on our balance sheet. The financial discount,

which represents the difference between the amounts received and the book value of the mortgage-backed securities on the date of the assignment, and the fee paid to the issuer of the mortgage-backed securities, are reflected in receivables from clients account and are included in our income statement as “Financial expense.” Receivables from clients are only removed from the balance sheet when a true sale has been concluded and no beneficial interests are retained in the receivables sold.

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Properties for sale

Our properties for sale are recorded at the lower of cost or fair value. In the case of uncompleted units, the portion in inventories corresponds to the costs incurred in units that have not yet been sold.

The cost is made up of construction (materials, own or outsourced labor and other related items) and land, including financial charges allocated to the venture as incurred during the construction phase.

Land is recorded at acquisition cost. See “Item 4. Information on the Company—B. Business Overview—Our Operations—Land Acquisition.” We acquire portions of land through swaps where, in exchange for the land acquired, we undertake to deliver either real estate units of developments in progress or part of the sales revenues originating from the sale of the real estate units in the developments. Land acquired through barter transactions are recorded at fair value.

We capitalize interest on the developments during the construction phase under the National Housing System credit line and other credit lines that are used for financing the construction of developments (limited to the corresponding financial expense amount).

When construction costs exceed the undiscounted cash flows expected from sales of completed units, properties under construction or land under development, an impairment loss is recorded in the period in which it is determined that the carrying amount is not recoverable. The same analysis applies equally to our high, medium and low income residential developments and our land developments, irrespective of geographic location or stage of completion.

Our properties for sale are considered long-lived assets and we regularly review the carrying value of each of our developments whenever events or changes in circumstances indicate that their carrying value may not be recoverable. If the carrying value of a development is not recoverable from its estimated future undiscounted cash flows, it is impaired and written down to its estimated fair value. In estimating the future undiscounted cash flows of a property, we use various estimates such as (1) expected sales price, based upon general economic conditions of the market, the location of our development and competition within the market and (2) costs expended to date and costs expected to be incurred in the future, which are associated with all future expenditures necessary to develop our properties for sale, including interest payments that will be capitalized as part of the costs of the asset.

We have evaluated all of our developments for impairment and have not identified any cases of impairment for any of our properties for sale and no impairment provisions have been recorded for any of our developments for the years ended December 31, 2007, 2008 or 2009. In accordance with our internal policy, each individual project launched has been internally evaluated taking into consideration the following: (1) assumptions for market, sales forecast, economics and operational conditions; (2) cash flow analysis using the discounted cash flow method; (3) approval by an investment committee; and (4) inclusion in the business plan regarding the timetable and backlog for development releases. This process is part of our corporate governance practices. We update the assumptions on an annual basis and consider the continuing viability for each project for impairment test purposes.

Adjustment to present value of assets and liabilities

The INCC inflation-indexed receivables from installment sales of unfinished units, which are generated prior to delivery of the units and do not accrue interest, are discounted to present value. The present value adjustment is accreted to net operating revenue as we finance our clients through to the delivery of the units. As interest from funds used to finance the acquisition of land for development and construction is capitalized, the accretion of the present value adjustment arising from the obligation is recorded in real estate development operating costs or against inventories of properties for sale, as the case may be, until the construction phase of the venture is completed. The

selection of the discounting rate is subjective and is based on management's best estimates of the value of money over time and the specific risks of the asset and the liability.

Taxes on income

The Company uses both the "taxable profit" and "presumed profit" regimes in its operations.

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Deferred income and social contribution taxes are calculated to take into account all tax timing differences as follows: (1) amounts not yet taxed due to the fact that net income from real estate activities is taxed when the sales price is collected in cash as opposed to when revenue is recognized on an accrual basis; (2) income or expenses which are not yet taxable or deductible, such as provisions for contingencies; and (3) net operating losses, when realization or recovery in future periods is considered probable. Deferred tax assets are generated under the “taxable profit” regime only. The Company evaluates whether a valuation allowance is required for these assets and deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized. In the event our jointly-controlled subsidiaries elect to change from the “taxable profit” regime to the “presumed profit” regime, accumulated tax loss carryforwards will be forfeited.

Impairment analysis

The Company reviews each individual property annually for impairment which includes a profitability assessment. For those developments operating below certain profitability thresholds, or where other negative factors, such as a decline in market or economic conditions in the market where the individual property is located, or high cancellation rates and a significant increase in speculative inventory in the general market exist, the Company determines the estimated fair value of those developments and whether the estimated fair value exceeds their carrying value. The Company uses an undiscounted cash flows model for estimating fair value.

New Developments and Contracted Sales

New developments

The table below presents detailed information on our new developments for the periods presented, including developments launched by our jointly-controlled entities in partnership with third parties:

	As of and for the year ended December		
	2009	31, 2008	2007
New developments			
Number of projects launched	69	64	53
Number of units launched (1)	11,101	10,963	10,315
Launched usable area (m ²) (2) (3)	1,354,332	1,838,000	1,927,812
Percentage of Gafisa investment	80	% 70	% 77

(1) The units delivered in exchange for land pursuant to swap agreements are not included.

(2) One square meter is equal to approximately 10.76 square feet.

(3) Does not include data for Bairro Novo, FIT and Tenda in 2008.

In 2009, we launched 65 residential developments with a total sales value of R\$2.1 billion. This sales value was approximately 22.2% lower than that achieved in 2008, during which we launched residential developments totaling R\$2.7 billion. This decrease is a reflection of an increase in commercial launches. We also launched four commercial developments with a total sales value of R\$155.4 million.

Of the 69 developments we launched during 2009, 24 developments were located in the state of São Paulo, while another nine developments were located in the state of Rio de Janeiro. The remaining 36 residential developments launched were located in the cities of Vila Velha, state of Espírito Santo, Belém, state of Pará, Porto Velho, state of Rondônia, Goiânia, state of Goiás, Porto Alegre, state of Rio Grande do Sul, São Luis, state of Maranhão, Manaus, state of Amazonas, Curitiba, state of Paraná, Salvador, state of Bahia.

During 2009, approximately 30% of our total sales value was generated from launches outside the states of São Paulo and Rio de Janeiro. Our diversification into the affordable entry-level business accounted for approximately 42% of our total sales value for the year ended December 31, 2009. In the year ended December 31, 2008, the affordable entry-level business represented approximately 35% of our total sales value.

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In 2008, we launched 64 residential developments with a total sales value of R\$2.7 billion. This sales value was approximately 23% higher than that achieved in 2007, during which we launched residential developments totaling R\$2.2 billion. This increase is a reflection of our business combination with Tenda, our target segment strategy (primarily high-potential and less explored markets) and our strategy for geographic diversification.

Sixteen of the 64 developments we launched during 2008 were located in the state of São Paulo, while another 10 developments were located in the state of Rio de Janeiro. The remaining 38 residential developments launched were located in the cities of Salvador and Camaçari in the state of Bahia, Curitiba and Londrina in the state of Paraná, Belém and Ananindeua in the state of Pará, João Pessoa in the state of Paraíba, Maceió in the state of Alagoas, Porto Alegre in the state of Rio Grande do Sul, Serra in the state of Espírito Santo, Cuiabá in the state of Mato Grosso, Manaus in the state of Amazonas, Mossoró in the state of Rio Grande do Norte, Goiânia in the state of Goiás, São Luis in the state of Maranhão, Porto Velho in the state of Rondonia and Aracajú in the state of Sergipe.

During 2008, approximately 40% of our total sales value was generated from launches outside the states of São Paulo and Rio de Janeiro. Our diversification into the affordable entry-level business (through our subsidiaries Tenda, FIT and Bairro Novo) accounted for approximately 35% of our total sales value for the year ended December 31, 2008. In the year ended December 31, 2007, the affordable entry-level business represented approximately 4% of our total sales value.

In 2007, we launched 53 residential developments with a total sales value of R\$2.2 billion. This sales value was approximately 122% higher than that achieved in 2006, during which we launched residential developments totaling R\$1.0 billion. This increase is a reflection of our target segment strategy (primarily high-potential and less explored markets) and our strategy for geographic diversification.

Of the 53 developments we launched during 2007, 17 developments were located in the state of São Paulo, while another 11 developments were located in the state of Rio de Janeiro. The remaining 25 residential developments launched were located in the cities of Goiânia and Aparecida de Goiânia, both in the state of Goiás; Maceió, in the state of Alagoas; São Luis, in the state of Maranhão; Belem, in the state of Pará; Manaus, in the state of Amazonas; Salvador, in the state of Bahia; Curitiba and Londrina in the state of Paraná; Campo Grande in the state of Mato Grosso do Sul; and Serra in the state of Espírito Santo.

During 2007, approximately 33% of our total sales value was generated from launches outside the states of São Paulo and Rio de Janeiro. Our segment diversification through our entrance into the affordable entry-level business (through our subsidiaries FIT and Bairro Novo) accounted for approximately 13% of our total sales value for the year ended December 31, 2007.

Contracted sales

The following table shows the development of our contracted sales by the type of development, according to units sold during the same year that they were launched and the units sold in the years after they were launched, as well as their respective percentages in relation to total sales for the periods presented:

Type of development	For the year ended December 31,		
	2009	2008	2007
	(in thousands of R\$, unless otherwise stated)		
Luxury buildings	R\$416,481	R\$472,846	R\$255,855
Middle-income buildings	1,005,860	755,728	1,028,907
Affordable entry-level housing	1,361,105	601,206	64,026

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Commercial	87,734	3,100	27,900		
Lots	376,885	405,678	249,916		
Total contracted sales	R\$3,248,065	R\$2,238,558	R\$1,626,604		
Sale of units launched in the year	R\$1,279,591	R\$1,362,425	R\$1,139,113		
Percentage of total contracted sales	39.4	%	60.9	%	70.0
Sale of units launched during prior years	1,968,474	876,133	487,491		
Percentage of total contracted sales	60.6	%	39.1	%	30.0

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The following table shows our and our main subsidiaries, contracted sales for the periods presented:

Company	For the year ended December 31,		
	2009	2008	2007
	(in thousands of R\$, unless otherwise stated)		
Gafisa	R\$1,510,075	R\$1,345,411	R\$1,328,785
FIT (1)	—	394,090	47,143
Tenda (2)	1,361,105	167,800	—
Bairro Novo (3)	—	31,368	12,359
Alphaville	376,885	299,889	238,317
Total contracted sales	R\$3,248,065	R\$2,238,558	R\$1,626,604

(1) On October 21, 2008, FIT was merged into Tenda.

(2) On December 30, 2009, all of the remaining Tenda shares not held by Gafisa were exchanged into Gafisa shares and, as a result, Tenda became a wholly-owned subsidiary of Gafisa.

(3) On June 29, 2009, we sold our equity participation in the company developing Bairro Novo Cotia to Tenda.

In 2009, we sold 39.4% of the units launched during that year, which together with the sales of units launched during prior periods, resulted in total contracted sales of R\$3,248.1 million, an increase of approximately 45% compared to 2008. In 2008, we sold 60.9% of the units launched during that year, which together with the sales of units launched during prior periods, resulted in total contracted sales of R\$2.2 billion, an increase of 37.6% compared to 2007. The increase in 2009 is a result, among others, of the favorable sales performance of our finished units, better economic conditions and better financing structures provided to our customers by public as well as private banks.

The following table sets forth the growth of our contracted sales to be recognized, as well as the amount corresponding to the cost of units sold, and the expected margin, all of them to be recognized in future periods, for the periods presented:

	As of and for the year ended December 31,		
	2009	2008	2007
	(in thousands of R\$, unless otherwise stated)		
Sales to be recognized—end of the year	R\$3,139,587	R\$2,996,905	R\$1,526,597
Net sales(1)	3,024,992	2,887,518	1,470,876
Cost of units sold to be recognized	(1,959,215)	(1,872,927)	(943,200)
Expected gross profit—yet to be recognized(2)	1,065,777	1,014,591	527,676
Expected gross margin	35.2 %	35.1 %	35.9 %

(1) Excludes indirect PIS and COFINS taxes of 3.65%.

(2) Based on management's estimates.

Gross Operating Revenues

Our revenues are derived mainly from the development and sale of real estate and, to a lesser extent, the rendering of construction services to third parties, as follows:

	For year ended December 31,					
	2009		2008		2007	
Real estate development and sales	98.5	%	97.9	%	97.2	%
Construction services rendered	1.5		2.1		2.8	
Total	100.0	%	100.0	%	100.0	%

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Real estate development and sales

Real estate development revenues, including inflation adjustments and interest from credit sales, make up revenues from the sales of units in the residential buildings we develop, and to a lesser extent, the sales of lots and commercial buildings.

Construction services rendered

Our revenues generated by real estate services consist substantially of amounts received in connection with construction management activities for third parties, technical management and real estate management.

Operating Costs

Our operating costs consist of real estate development costs and, to a lesser extent, costs of services rendered.

Real estate development costs

Real estate development costs consist of costs of land, construction (which includes costs for a broad variety of raw materials and labor), capitalized interest (financial costs) from project specific financing, projects, foundations, structuring and furnishing, as well as costs for outsourced labor. The items making up our costs, as a total percentage of our total cost, were the following for the periods presented:

	For the year ended December 31,					
	2009		2008		2007	
Land	11.4	%	12.1	%	12.5	%
Construction costs	81.8		80.9		82.6	
Financial costs	4.4		4.4		2.8	
Development costs	2.4		2.6		2.1	
Total	100.0	%	100.0	%	100.0	%

One of our principal real estate development costs is the cost of land. Over the last three years, land represented 11.9% of our total cost of development. However, this is a highly volatile component, varying according to characteristics of the land, the region where the land is located, the type of development to be launched and market conditions. Land can be acquired for cash, through the exchange of units once the building is constructed, through a financial exchange (whereby a portion of sales is given to the owner of land as a form of financing for the land), or through a combination of the three options.

No single raw material alone represents a significant portion of our total costs of development, but in total over the last three fiscal years, raw materials represented, on average, 21.9% of our total cost of development. The index that measures construction cost variation, the INCC, increased by 3.14%, 11.9% and 6.2% in 2009, 2008 and 2007, respectively. Although some of the principal raw materials, such as steel, have experienced significant price increases well above the level of inflation over the last three years, we have reduced our raw materials costs by developing and using new construction techniques and materials.

Over the last three years, labor represented, on average 42.4% of the total cost of the real estate development.

Over the last three fiscal years, we have incurred most of our construction costs from the 1st to the 18th month of construction of a development, as shown in the table below:

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Period of construction	Percentage of costs incurred(1)
1st to 6th month	29%
7th to 12th month	27%
13th to 18th month	30%
19th to 24th month	14%

(1) Including cost of land.

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Real estate services

Our costs of real estate services consist of direct and indirect labor fees and outsourced services.

Operating Expenses

Our operating expenses include selling, general and administrative expenses and depreciation and amortization expenses and revenues.

Selling expenses

Selling expenses include advertising, promotion, brokerage fees and similar expenses.

General and administrative expenses

General and administrative expenses principally include the following:

- employee compensation and related expenses;
- fees for outsourced services, such as legal, auditing, consulting and others;
- management fees and social expenses;
- stock option plan expenses;
- overhead corporate expenses; and
- legal expenses related to public notaries and commercial registers, among others.

Depreciation and amortization

Depreciation expenses consist of depreciation of our property and equipment. Amortization expenses are related to the amortization of goodwill, net of negative goodwill amortization. As of January 1, 2009, goodwill is no longer amortized under Brazilian GAAP.

Amortization of deferred gain on partial sale of FIT

The amortization of the gain that arose from the partial sale of FIT to the shareholders of Tenda as part of the Tenda merger is being amortized over the average construction period of 12 months for the real estate ventures of FIT as of October 21, 2008, the date of FIT's merger into Tenda.

Financial Income and Expenses

Financial income includes income from financial investments. Interest revenues are recognized at the time the effective profit accrues from revenue is recognized on the asset, based on the accrual method. Financial expenses generally consist of interest payable on loans, financings and debentures.

Taxes on Income

In general, taxes on income in Brazil consist of federal income tax (25%) and social contribution (9%); the composite statutory tax rate being 34%. We calculate our income and social contribution taxes according to the “taxable profit” regime. Our subsidiaries and jointly-controlled entities, however, with annual billings lower than a specified amount, may calculate their respective income and social contribution taxes through either this “taxable profit” regime or through the “presumed profit” regime, depending on our tax planning. For the companies that opt for the “presumed profit” regime, the income tax basis is calculated as 8% of gross revenues and the social contribution basis is calculated as 12% of gross revenues, to which income tax and social contribution rates of 25% and 9%, respectively, are applied.

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In assessing the ability to realize on deferred tax assets, management considers the probability of the extent to which deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which the temporary differences and tax loss carryforwards become deductible. Management considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. Based on projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is probable the Company will realize the benefits of these deductible differences.

Results of Operations

The Company has identified certain errors in its previously published consolidated financial statements that are being retrospectively corrected herein. A discussion of the nature and amount of these matters is as follows.

In January 2008, the Company formed an unincorporated venture (SCP), the main objective of which is to hold interests in other real estate development companies. The venture partner receives an annual dividend substantially equivalent to the variation in the Interbank Deposit Certificate (CDI) rate. In the Company's consolidated statements of income the dividend amounts were previously included as a component of net income attributable to non-controlling interest. Such amounts are best reflected as a component of financial expense in the Company's Brazilian GAAP consolidated statements of income for both 2009 and 2008. In addition, due to its nature, the Company performed the reclassification of brokerage expenses/sales commissions, of deductions on revenues and services, to the account "Selling expenses" in 2009.

The effect of this correction of the consolidated statements of income is as follows:

	Year ended December 31, 2009		
	Brazilian GAAP as previously reported (in thousands of R\$, unless otherwise stated)	Adjustments to amounts previously reported	Brazilian GAAP as restated
Net operating revenue	3,022,346	14,011	3,036,357
Operating costs			
Real estate development and sales	(2,143,762)	—	(2,143,762)
Gross profit	878,584	14,011	892,595
Selling expenses	(226,621)	(14,011)	(240,632)
General and administrative expenses	(233,129)	—	(233,129)
Depreciation and amortization	(34,170)	—	(34,170)
Amortization of gain on partial sale of FIT Residencial	169,394	—	169,394
Other, net	(92,884)	—	(92,884)
Operating profit before financial income (expenses)	461,174	—	461,174
Financial expenses	(210,394)	(30,178)	(240,572)
Financial income	129,566	—	129,566
Income before taxes on income and non-controlling interest	380,346	(30,178)	350,168
Total income tax income (expenses)	(95,406)	—	(95,406)
Net income before non-controlling interest	284,940	(30,178)	254,762

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Net income for the year attributable to non-controlling interest	(71,400)	30,178	(41,222)
Net income for the year	213,540	—	213,540
Shares outstanding at the end of the year (in thousands)	166,777	—	166,777
Net income per thousand shares outstanding at the end of the year (in reais)	1.2804	—	1.2804

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	Year ended December 31, 2008		
	Brazilian GAAP as previously reported (in thousands of R\$, unless otherwise stated)	Adjustments to amounts previously reported	Brazilian GAAP as restated
Net operating revenue	1,740,404	—	1,740,404
Operating costs	(1,214,401)	—	(1,214,401)
Gross profit	526,003	—	526,003
Operating income before financial income (expenses)	168,205	—	168,205
Financial income (expenses)			
Financial expenses	(61,008)	(34,031)	(95,039
Financial income	102,854	—	102,854
Income before taxes on income and non controlling interest	210,051	(34,031)	176,020
Total tax expenses	(43,397)	—	(43,397
Income before non controlling interest	166,654	(34,031)	132,623
Non controlling interest	(56,733)	34,031	(22,702
Net income for the year	109,921	—	109,921
Shares outstanding at the end of the year (in thousands)	129,963	—	129,963
Net income per thousand shares outstanding at the end of the year – (in reais)	0.8458	—	0.8458

The following discussion of our results of operations is based on our consolidated financial statements prepared in accordance with the Brazilian GAAP. References to increases or decreases in any given period relate to the immediate preceding period, except unless otherwise indicated.

Results of Operations for the Years Ended December 31, 2009 and 2008

Net operating revenue

Net operating revenue increased by 74.5%, from R\$1,740.4 million in 2008 to R\$3,036.4 million in 2009. Gross revenues generated from the sales of real estate properties and barter transactions totaled R\$3,096.9 million in 2009, an increase of R\$1,328.7 million or 75.1% as compared to the same period in 2008, when revenues generated from the sales of real estate properties totaled R\$1,768.2 million. This increase is mainly due to the recognition of revenues from sales contracted in prior periods and the consolidation of Tenda's results for the full year ended December 31, 2009. Net revenues generated from services increased by 28.8%, from R\$37.3 million in 2008 to R\$48.0 million in 2009, reflecting the overall growth of the real estate market in Brazil.

Operating costs

Operating costs in 2009 totaled R\$2,143.8 million, an increase of 76.5% as compared to R\$1,214.4 million in 2008. This increase is due to the consolidation of Tenda's results from October 22, 2008 and the greater volume of construction in progress in 2009 as compared to 2008. The cost of land decreased in 2009, totaling 11.3% of the operating costs in 2009, as compared to 12.1% in 2008. Construction costs payable to third parties increased in 2009, totaling 81.8% of total operating costs, as compared to 80.9% in 2008. These variations were mainly due to the consolidation of Tenda's results, because Tenda's products have a different cost structure than ours. Operating costs, as a percentage of net operating revenue, increased to 70.9% in 2009 as compared to 69.8% in 2008, mainly due to a greater mix in the types of development under construction in 2009, as a result of our market segment diversification

strategy and the consolidation of Tenda's results.

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Gross profit

Gross profit in 2009 totaled R\$892.6 million, representing an increase of 69.7%, as compared to R\$526.0 million in 2008. This increase was mainly attributable to the consolidation of Tenda's results and greater revenues in 2009. In 2009, the gross margin generated from our activities decreased to 29.1% as compared to 30.2% in 2008. This decrease was due to greater amortization expenses as a result of capitalized interests and, to a lesser extent, to a less profitable mix of products sold in 2009.

Selling expenses

Selling expenses in 2009 totaled R\$240.6 million, representing an increase of 55.8%, as compared to R\$154.4 million in 2008. This increase reflects our aggressive marketing and growth strategy through geographic and segment diversification and increased marketing efforts on unsold finished units. Selling expenses in 2009 represented 7.9% of our net operating revenue compared to 8.9% in 2008.

General and administrative expenses

General and administrative expenses totaled R\$233.1 million in 2009, representing an increase of 28.9%, as compared to R\$180.8 million in 2008. This increase is mainly due to (1) our growth strategy in general and administrative expenses of Gafisa, Tenda and Alphaville totaling R\$77.9 million, R\$88.3 million and R\$24.2 million, respectively; and (2) provision for profit sharing in the amount of R\$28.2 million. In addition, stock option plan expenses, a non-cash expense, totaled R\$14.4 million in 2009 and R\$R\$26.1 million in 2008.

Amortization of gain on partial sale of FIT

The amortization of the deferred gain which arose on the partial sale of FIT totaled R\$169.4 million in 2009. The amortization of the gain was amortized over the average construction period of 12 months of FIT's real estate ventures beginning from October 21, 2008, the date of FIT's merger into Tenda.

Depreciation and amortization

Depreciation and amortization in 2009 totaled R\$34.2 million, representing a decrease of 35.0%, as compared to R\$52.6 million in 2008. The decrease is mainly due to changes in Brazilian GAAP which no longer permits the amortization of goodwill as of January 1, 2009. Goodwill amortization expenses totaled R\$12.3 million in 2008.

Financial income and expenses, net

Net financial results were an expense of R\$111.0 million in 2009 compared to income of R\$7.8 million in 2008. Financial income during 2009 totaled R\$129.6 million, as compared to R\$102.9 million in 2008 due to the consolidation of Tenda's results and interest accrued on our cash and cash equivalents and marketable securities. Financial expenses during 2009 totaled R\$240.6 million, as compared to R\$95.0 million in 2008 due to an increase in our total debt primarily as a result of our issuance of debentures totaling R\$1,450.0 million and a working capital loan in the amount of R\$300.0 million. Our outstanding debt as of December 31, 2009 increased 101.2% as compared to December 31, 2008. Our outstanding debt includes (i) outstanding debentures totaling R\$1,918.4 million, (ii) working capital loans of R\$736.7 million and (iii) other loans, primarily related to SFH loans, in the amount of R\$467.0 million.

Taxes on income

Income and social contribution taxes in 2009 totaled R\$95.4 million, which was 119.8% higher than in 2008, when income and social contribution taxes totaled R\$43.4 million. In 2009 and 2008, the combined effective income and social contribution tax rates, calculated as a percentage of income before taxes, were 25.1% and 20.7%, respectively. The combined effective rates during these years were lower than the composite statutory rate of 34% as some of our jointly-controlled subsidiaries calculated their taxes on the presumed profit regime and due to the effects of the amortization of the deferred gain on the partial sale of FIT.

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Noncontrolling interest

Noncontrolling interest increased from R\$22.7 million in 2008 to R\$41.2 million in 2009 primarily because of our subsidiary Tenda.

Net income

Net income in 2009 totaled R\$213.5 million, an increase of 94.3% over the previous year, when net income was R\$109.9 million.

Results of Operations for the Years Ended December 31, 2008 and 2007

Net operating revenue

Net operating revenue increased by 44.5%, from R\$1,204.3 million in 2007 to R\$1,740.4 million in 2008. Gross revenues generated from the sales of real estate properties totaled R\$1,768.2 million in 2008, an increase of R\$551.4 million or 45.3% as compared to the same period in 2007, when revenues generated from the sales of real estate properties totaled R\$1,216.8 million. This increase is mainly due to the recognition of revenues from sales contracted in prior periods and also related to Tenda's acquisition. In 2008 our financial figures include Tenda's consolidation from October 22, 2008. Net revenues generated from services increased by 6.3%, from R\$35.1 million in 2007 to R\$37.3 million in 2008, reflecting the overall growth of the real estate market in Brazil that resulted in a higher number of projects being built to other Real Estate developers.

Operating costs

Operating costs in 2008 totaled R\$1,214.4 million, an increase of 39.9% as compared to R\$868.0 million in 2007. This increase is due to the greater volume of construction in progress in 2008 as compared to 2007, also reflecting the consolidation of Tenda's financial figures from October 22, 2008. Construction costs payable to third parties decreased in 2008, totaling 80.9% of total operating costs, as compared to 83.3% in 2007.

Gross profit

Gross profit in 2008 totaled R\$526.0 million, representing an increase of 56.4%, as compared to R\$336.3 million in 2007. This increase was mainly attributable to higher gross revenue from a greater number of developments. In 2008, the gross margin generated from our activities increased to 30.2% as compared to 27.9% in 2007. This increase was due to the strong demand for Gafisa properties in mid-high income segment that allowed the company to increase the average price and recognize higher margins based on percentage of completion as we started to build more recent projects.

Selling expenses

Selling expenses in 2008 totaled R\$154.4 million, representing an increase of 121.2%, as compared to R\$69.8 million in 2007. This increase reflects our aggressive growth strategy, through geographic and segment diversification. In 2008, we had 64 launches compared to 53 in 2007 which caused higher sales commissions, and marketing and advertising expenses. Selling expenses in 2008 represented 8.9% of our net operating revenue compared to 5.8% in 2007.

General and administrative expenses

General and administrative expenses totaled R\$180.8 million in 2008, representing an increase of 38.1%, as compared to R\$130.9 million in 2007. This increase is mainly due to (1) our growth strategy reflected in general and administrative expenses of Tenda, FIT and Bairro Novo totaling R\$28.7 million, R\$20.7 million and R\$8.1 million, respectively and (2) stock option plan expenses, a non cash expense, totaling R\$26.1 million in 2008 and R\$17.8 million in 2007. The current general and administrative expenses in proportion to sales revenue has been diluted as we increased our revenues. General and administrative expenses in 2008 represented 10.4% of our net operating revenue as compared to 10.9% in 2007.

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Depreciation and amortization

Depreciation and amortization in 2008 totaled R\$52.6 million, representing an increase of 35.9%, as compared to R\$38.7 million in 2007. The increase is mainly due to the increase in expenditures on sales stands, facilities, model apartments and related furnishings, new office facilities in Rio de Janeiro and São Paulo in 2008 and depreciation of capital expenditures recorded in 2007.

Amortization of gain on partial sale of FIT

The amortization of the deferred gain on the partial sale of FIT totaled R\$41.0 million in 2008. The amortization of the gain is over the average construction period of the FIT real estate ventures at October 21, 2008, the date of FIT's merger into Tenda. The deferred gain is amortized over a 12-month period.

Financial income and expenses, net

Net financial results totaled an income of R\$7.8 million in 2008 compared to R\$28.6 million in 2007. Financial expenses during 2008 totaled R\$95.0 million, an increase of 169.1% over R\$35.3 million in 2007 due to higher debt. Our outstanding debt as of December 31, 2008, increased 123.2% as compared to December 31, 2007, mainly due to (1) the first issuance of the third debenture program of R\$250 million, (2) working capital loans of R\$662.6 million obtained in 2008; (3) other loans, mainly SFH and working capital loans, obtained in 2008 of R\$372.3 million; and (4) accrued interest of R\$116.8 million, which was partially offset by the repayment of debt of R\$145.7 million, primarily related to SFH and working capital loans. Financial income increased from R\$63.9 million in 2007 to R\$102.9 million in 2008 mainly due to interest received on cash balances.

Taxes on income

Income and social contribution taxes in 2008 totaled R\$43.4 million, or 42.8% higher than in 2007, when income and social contribution taxes totaled R\$30.4 million. In 2008 and 2007, the combined effective income and social contribution tax rates, calculated as a percentage of income before taxes on income, were 20.7% and 23.7%, respectively. The combined effective rates during these years were lower than the composite statutory rate of 34% as some of our wholly owned and jointly-controlled subsidiaries calculated their taxes on the presumed profit regime and the amortization of negative goodwill on the Tenda business combination. The increase in 2008 reflects the growth of our pre-tax income.

Noncontrolling interest

Non-controlling interest increased from R\$6.0 million in 2007 to R\$22.7 million in 2008 primarily due to our participation in Tenda and Alphaville representing R\$14.1 million and R\$10.5 million, respectively, resulting from the increase of operations during the fiscal year.

Net income

Net income in 2008 totaled R\$109.9 million, an increase of 20.0% over the previous year, when net income was R\$91.6 million. The increase in net income was primarily due to our continuing growth strategy through segment and geographic diversification and the increase of launches during 2008.

Business Segments

Following the acquisition, formation and incorporation of the entities Alphaville, FIT and Bairro Novo in 2007 and following the merger of FIT into Tenda in 2008, our financial results for 2007 and 2008 included the results of the following segments: Gafisa S.A., Alphaville, Tenda, FIT (merged with Tenda in October 2008) and Bairro Novo. Further, following Gafisa's withdrawal from Bairro Novo and the exchange of all the remaining Tenda shares not held by Gafisa into Gafisa shares (merger of shares), our financial results for 2009 included the results of the following segments: Gafisa S.A., Alphaville and Tenda. See "Item 4. Information on the Company—A. History and Development of the Company—Historical Background and Recent Developments." Our chief executive officer, who is responsible for allocating resources among these businesses and monitoring their progress, uses economic present value data, which is derived from a combination of historical operating results and forecasted operating results to assess segment information primarily on the basis of different business segments.

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We provide below a measure of historical results, selected segment assets and other related information for each reporting segment. The information below is derived from our statutory accounting records which are maintained in accordance with Brazilian GAAP. No individual customer represented more than 10% of our net operating revenue.

	For Year Ended December 31, 2009							
	Gafisa (1)		Tenda (2)		Alphaville		Total	
	(thousands of reais except for percentages)							
Net operating revenue	R\$	1,770,158	R\$	988,444	R\$	277,755	R\$	3,036,357
Operating costs		(1,297,036)		(671,629)		(175,097)		(2,143,762)
Gross profit		473,122		316,815		102,658		892,595
Gross margin		26.7 %		32.1 %		37.0 %		29.4 %
Net income		151,104		38,670		23,766		213,540

(1) Includes all subsidiaries, except for Alphaville and Tenda.

(2) On December 30, 2009, the shareholders of Gafisa and Tenda approved a corporate restructuring to consolidate Gafisa's noncontrolling share ownership in Tenda. The restructuring was accomplished by exchanging all of the remaining Tenda shares not held by Gafisa into Gafisa shares (merger of shares). As a result of the restructuring, Tenda became a wholly-owned subsidiary of Gafisa.

	For Year Ended December 31, 2008											
	Gafisa (1)		Tenda (2)		Alphaville		FIT (3)		Bairro Novo	Total		
	(thousands of reais except for percentages)											
Net operating revenue	R\$	1,214,562	R\$	163,897	R\$	249,586	R\$	78,467	R\$	33,892	R\$	1,740,404
Operating costs		(847,617)		(111,920)		(167,043)		(60,082)		(27,739)		(1,214,401)
Gross profit		366,945		51,977		82,543		18,385		6,153		526,003
Gross margin		30.2 %		31.7 %		33.1 %		23.4 %		18.2 %		30.2 %
Net income (loss)		103,650		15,685		21,081		(22,263)		(8,232)		109,921

(1) Includes all subsidiaries, except for Alphaville, Tenda, FIT and Bairro Novo.

(2) Tenda's results for the period from October 22, 2008 through December 31, 2008.

(3) FIT's results for the period from January 1, 2008 through October 21, 2008. FIT was merged with Tenda on October 21, 2008.

	For Year Ended December 31, 2007(2)								
	Gafisa (1)		Alphaville		FIT		Bairro Novo	Total	
	(thousands of reais except for percentages)								
Net operating revenue	R\$	1,004,418	R\$	192,700	R\$	7,169	—	R\$	1,204,287
Operating costs		(726,265)		(136,854)		(4,877)	—		(867,996)
Gross profit		278,153		55,846		2,292	—		336,291
Gross margin		27.7 %		29.0 %		32.0 %	—		27.9 %
Income (loss) from operations		91,941		14,994		(11,282)	(4,013)		91,640

(1) Includes all subsidiaries, except for Alphaville, FIT and Bairro Novo.

(2) The relevant results of Tenda are available only from October 22, 2008, the date after the merger of FIT into Tenda. Accordingly, there was no comparative information for Tenda in 2007.

Gafisa Segment

Years ended December 31, 2009 and 2008

Net operating revenue

Net operating revenue for the Gafisa segment was R\$1,770.2 million in 2009, compared to R\$1,214.6 million in 2008, which represents an increase of 45.7% between the years. The increase in net operating revenues was attributable to the fact that Gafisa recognizes revenue under the percentage of completion basis, and the related increase in volume between years primarily is a result of an increase in sold units from inventory that was reduced in 2009. During 2009, as a reaction to the economic recovery of the financial crisis and to protect the Company's financial liquidity, Gafisa adopted a conservative policy which reduced the launch volume for the year and the number of units under construction with lower sales performance, consequently reducing the total volume of inventory. At December 31, 2009, Gafisa had R\$1,114.3 million in inventory and 14,775 units under construction compared to R\$1,340.6 million and 18,864 units at December 31, 2008. This was demonstrated by an increase in

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“contracted sales” during the year. The Gafisa segment had contracted sales of R\$1,510.1 million in 2009 compared to R\$1,345.1 million in 2008.

The increase in contracted sales between the two years reflects the continued strengthening of the Brazilian economy during 2009 and Gafisa’s ability to contract many of the developments that it had launched in before and during 2008. Despite this increase in contracted sales, there was a decrease in the number of units launched from 4,949 in 2008 to 3,413 units in 2009 which does not directly affect the net operating revenue, since Gafisa’s revenues are accounted for on the percentage of completion for units sold and under development. This decrease reflects Gafisa’s ability to adjust its launches and inventories to meet unit demand. The average price for a Gafisa unit launched during 2009 was R\$370.5 thousand as compared to an average price per unit of R\$386.6 thousand in 2008. The lower average price per unit in 2009 was attributable to a change in the project mix.

Operating costs

Operating costs for the Gafisa segment were R\$1,297.0 million in 2009 compared to R\$847.6 million in 2008, which represented an increase of 53.0% between the two years. This increase was primarily attributable to the greater volume of construction in progress during 2009 as compared to 2008 as discussed above. Operating costs, as a percentage of net operating revenues, increased to 73.8% in 2009 as compared to 69.8% in 2008, mainly due to an increase in labor costs. The increase in labor costs was attributable to the continued strengthening of the Brazilian economy and the higher labor cost for completing a unit. This increase in labor costs resulted in an increase in construction costs payable to third parties.

Gross profit

Gross profit for the Gafisa segment was R\$473.1 million or 53.0% of our total gross profit in 2009, compared to R\$367.0 million or 69.8% of our total gross profit for 2008. The increase in gross profit was primarily due to higher net operating revenue, as explained above. In 2009, gross margin generated from the sale of our Gafisa developments decreased to 26.7% as compared to 30.2% in 2008. This decrease in gross margin percentages from 69.8% of our gross profit in 2008 to 53.0% of our gross profit in 2009 was primarily attributable to higher than expected construction expenses. As a result of lower productivity faced in some projects, mainly due to the difficulties in hiring trained personnel, elevated labor expenses and higher than expected inflationary pressure over labor of 7.74% and also an increase in some construction materials cost based on National Construction Cost Index, or INCC, of 3.25% in 2009. During 2009, the Company changed its approach to new launch activity and to focus on inventory reduction, decreasing its launched volume from R\$4.2 billion in 2008 to R\$2.3 billion in 2009 (a decline of 45.5%). On the other hand, the sales volume increased from R\$2.6 billion in 2008 to R\$3.2 billion in 2009 (an increase of 26%).

As a consequence of the reduction of the Company inventory volume, some of these units sold were linked to projects with lower margins, impacting 2009 results of operations. As previously noted, this lower margin is mainly related to cost overruns associated with geographical expansion and certain projects in Rio de Janeiro where we faced lower than expected productivity and higher than average inflationary pressure over our costs.

Net income

Net income for the Gafisa segment was R\$151.1 million or 70.8% of our total net income in 2009, compared to R\$103.7 million or 94.3% of our total net income for 2008. The fall from 94.3% of our income from operations in 2008 to 70.8% of our net income in 2009 is a result of consolidating our Tenda operations for a full year in 2009. Net income as a percentage of net operating revenues was 8.6% in 2009 as compared to 8.5% in 2008. The slight increase between years was attributable to higher average price per square meter that contributed to improvement in margins.

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Tenda Segment

Years ended December 31, 2009 and the period from October 22, 2008 through December 31, 2008

Net operating revenue

Net operating revenue for the Tenda segment was R\$988.4 million in 2009 compared to R\$163.9 million in the period from October 22, 2008 to December 31, 2008. This increase was primarily due to the consolidation of Tenda results for the full year in 2009 and also due to higher sales contracted and number of developments launched. The Tenda segment had contracted sales of R\$1,361.1 million in 2009 compared to R\$167.8 million for the period from October 22, 2008 to December 31, 2008. At December 31, 2009, Tenda had 26,500 units under construction compared to 11,148 units at December 31, 2008. The average price for a Tenda unit launched during 2009 was R\$116.8 thousand as compared to an average price per unit of R\$84.7 thousand during the period from October 22, 2008 through December 31, 2008. The change in the average price per unit in the current year was attributable to the merger of FIT Residencial into Tenda, after Gafisa's acquisition of Tenda, bringing higher unit price projects to Tenda's portfolio.

Operating costs

Operating costs for the Tenda segment were R\$671.6 million in 2009 compared to R\$111.9 million for the period from October 22, 2008 to December 31, 2008 due to the consolidation of Tenda's results for the full year 2009.

Gross profit

Gross profit for the Tenda segment was R\$316.8 million or 35.5% of our total gross profit in 2009, compared to R\$52.0 million in the period from October 22, 2008 to December 31, 2008 or 9.9% of our total gross profit for 2008. The increase in gross profit was primarily due to the consolidation of Tenda results for the full year 2009. Gross margins increased slightly in 2009 from 31.7% in 2008 compared to 32.1% in 2009. Tenda was able to maintain comparable gross margin percentages despite similar trends in per unit labor costs and per unit interest costs as experienced by our Gafisa segment, primarily through the margins coming from FIT projects that better leverage the operational scale of building execution.

Net income

Net income for the Tenda segment was R\$38.7 million or 18.1% of our total income from operations in 2009, compared to a net income of R\$15.7 million or 14.3% of our total income from operations for the period from October 22, 2008 through December 31, 2008. The shift from 14.3% of our net income in 2008 to 18.7% of our net income in 2009 is a result of consolidating our Tenda operations for a full year in 2009 as discussed below. Net income as a percentage of net operating revenues was 3.9% in 2009 as compared to 9.6% in 2008. The shift between years was attributable to Gafisa's effort in reorganizing Tenda's operational structure and its effects on synergies between the two companies.

Alphaville Segment

Years ended December 31, 2009 and 2008

Net operating revenue

Net operating revenue for the Alphaville segment was R\$277.8 million in 2009 compared to R\$249.6 million in 2008, which represents an increase of 11.3%. This increase was primarily due to the continued strong demand from

Alphaville properties reflected by the increase of contracted sales of R\$376.9 million in 2009 compared to R\$299.9 million in 2008. At December 31, 2009, Alphaville had 8,423 units under construction compared to 3,705 units in process at December 31, 2008. The average price for an Alphaville unit launched during 2009 was R\$200.2 thousand as compared to an average price per unit of R\$171.9 thousand in 2008. The change in the average price per unit in the current year was attributable to an increase in the average price per square meter, supported by market demand.

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Operating costs

Operating costs for the Alphaville segment were R\$175.1 million in 2009 compared to R\$167.0 million in 2008, which represents an increase of 4.9%. This increase was mainly due to the greater volume of construction in progress in 2009 as compared to 2008.

Gross profit

Gross profit for the Alphaville segment was R\$102.7 million or 11.6% of our total gross profit in 2009, compared to R\$82.6 million or 15.7% of our total gross profit for 2008. The increase in gross profit was primarily due to higher gross revenue from a greater number of developments in progress. In 2009, the gross margin generated from the sale of our developments increased to 37.0% as compared to 33.1% in 2008. This increase in gross margin percentage was due to higher average price per square meter that contributed to higher gross margin, primarily as a result of increased market demand for Alphaville products.

Net income

Net income for the Alphaville segment was R\$23.8 million or 11.1% of our total net income in 2009, compared to R\$21.1 million or 19.2% of our total income from operations in 2008. Net income as a percentage of net operating revenues was 8.6% in 2009 as compared to 8.5% in 2008. The slight increase between years was mainly attributable to higher operational margins as discussed above.

Gafisa Segment

Results of Operations – Years ended December 31, 2008 and 2007

The following discussion compares certain items for the Gafisa segment for the years ended December 31, 2008 and 2007:

Net operating revenue

Net operating revenue for the Gafisa segment was R\$1,214.6 million in 2008 compared to R\$1,004.4 million in 2007, which represents an increase of 20.9% between years. The increase in net operating revenues was attributable to the fact that Gafisa recognizes revenue under the percentage of completion basis, and the related increase in volume between years was primarily a result of an increase in units under construction as explained below. The Gafisa segment had contracted sales of R\$1,345.1 million in 2008 compared to R\$1,328.1 million in 2007. Gafisa launches totalled R\$1,913 million in 2008 compared to R\$1,698 million in 2007. During 2008, Gafisa was able to contract a consistent number of units and started to build many of the units that it contracted (pre-sold) in previous years. At December 31, 2008, Gafisa had 18,864 units under construction compared to 11,497 units under construction at December 31, 2007. The average price for a Gafisa unit launched during 2008 was R\$386.6 thousand as compared to an average price per unit of R\$289.6 thousand in 2007. The change in the average price per unit in 2008 was attributable to a change in the type of development constructed in 2008, specifically due to higher price per square meter that increased on average 29% in the period, which contributed to higher net operating revenue.

Operating costs

Operating costs for the Gafisa segment were R\$847.6 million in 2008 compared to R\$726.3 million in 2007, which represented an increase of 16.7%. This increase was mainly due to the greater volume of construction in progress during 2008 as compared to 2007 as explained above. Operating costs, as a percentage of net operating revenues,

decreased to 69.8% in 2008 compared to 72.3% in 2007, mainly due to the recognition of better margin projects when compared to the previous year. The recorded gross margin from each project depends not only on the price but also on the construction costs, which is subject to region variations, project productivity and other execution risks. This is the primary for margin fluctuations.

Gross profit

Gross profit for the Gafisa segment was R\$367.0 million or 69.8% of our total gross profit in 2008, compared to R\$278.1 million or 82.7% of our total gross profit for 2007. The increase in gross profit was primarily due to higher

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gross revenue, as explained above. In 2008, the gross margin generated from the sale of our developments increased to 30.2% as compared to 27.7% in 2007. This increase was due to a change in the type of developments under construction in 2008 as discussed above.

Net income

Net income for the Gafisa segment was R\$103.7 million or 94.3% of our total income from operations in 2008, compared to R\$91.9 million or 98.3% of our total income from operations in 2007. Net income as a percentage of net operating revenues was 8.5% in 2008 as compared to 9.1% in 2007. The decrease between years was attributable to the increased operating costs, as described above.

Alphaville Segment

Results of Operations – Years ended December 31, 2008 and 2007

The following discussion compares certain items for the Alphaville segment for the years ended December 31, 2008 and 2007:

Net operating revenue

Net operating revenue for the Alphaville segment was R\$249.6 million in 2008 compared to R\$192.7 million in 2007, which represents an increase of 29.5% between years. This increase was primarily due to (1) higher volume of contracted sales during 2008, from R\$238.3 million in 2007 to R\$299.9 million in 2008, and also related to the increase of development launched from six in 2007 (with a development value of R\$237.4 million) to 11 in 2008 (with a development value of R\$312.5 million); and (2) recognition of results from sales contracted in prior periods and geographic expansion. At December 31, 2008, Alphaville had 3,705 units under construction compared to 4,602 units at December 31, 2007. The average price for an Alphaville unit launched during 2008 was R\$171.9 thousand as compared to an average price per unit of R\$159.4 thousand in 2007. The change in the average price per unit in the current year was attributable to lower average size and higher average price of the units being built.

Operating costs

Operating costs for the Alphaville segment were R\$167.0 million in 2008 compared to R\$136.9 million in 2007, which represents an increase of 22.0%. This increase was mainly due to the greater volume of construction in progress in 2008 as compared to 2007.

Gross profit

Gross profit for the Alphaville segment was R\$82.6 million or 15.7% of our total gross profit in 2008, compared to R\$55.8 million or 16.6% of our total gross profit for 2007. The increase in gross profit was primarily due to higher gross revenue from the greater number of development launches in 2008, which also had a higher gross margin of 33.1% in 2008 compared to 29.0% in 2007. The increase between years in gross margin percentages was primarily attributable to better margins per project, reflecting the sequential improvement of Alphaville's performance after its acquisition by Gafisa.

Net income

Net income for the Alphaville segment was R\$21.1 million or 19.2% of our total income from operations in 2008, compared to R\$15.0 million or 16.1% of our total income from operations in 2007. Net income as a percentage of net

operating revenues was 8.4% in 2008 as compared to 7.8% in 2007. The increase between years was mainly attributable to better operating margins, as described above.

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FIT Segment

Results of Operations - Period from January 1, 2008 to October 22, 2008 and year ended December 31, 2007

Net operating revenue

Net operating revenue for the FIT segment was R\$78.5 million in the period from January 1, 2008 to October 21, 2008 compared to R\$7.2 million in 2007, which represents an increase of R\$71.3 million. This increase was primarily due to the start-up of FIT operations in March 2007. The FIT segment's contracted sales increased from R\$47.1 million in 2007 to R\$394.1 million in 2008, and the launch volume increased from 10 developments, with a potential sale value of R\$263.4 million in 2007, to 16 developments with a potential sales value of R\$496.1 million in 2008.

Since FIT's revenues are based on the percentage of completion for units sold and under development, the increase in net operating revenue reflects the increased contracted sales and the volume of units under construction between years.

Operating costs

Operating costs for the FIT segment were R\$60.1 million in the period from January 1, 2008 to October 21, 2008 compared to R\$4.9 million in 2007, which represented an approximate 12-fold increase. This increase was primarily due to the greater volume of construction in progress during 2008 as compared to 2007, since the company started its operations in March 2007. Operating cost, as a percentage of the net operating revenues, increased to 76.6% in 2008 as compared to 68.0% in 2007, mainly due the company's operational leverage, since the projects launched in 2007 (FIT's start-up year) were starting the construction process.

Gross profit

Gross profit for the FIT segment was R\$18.4 million or 3.5% of the total company gross profit during 2008, compared to R\$2.3 million or 0.7% of the total gross profit in 2007. This increase was due to the company's growth since it started operations in March 2007, reflected through the increase of revenues recognized from contracted sale of developments launched at the end of 2007 and during 2008. Gross margin reached 23.4% in the 2008, as compared to 32.0% in 2007. Since FIT recognizes revenue based on percentage of completion, the 2007 gross margin is not a good point of reference, as we only recognized R\$7.2 million of net revenue.

Net loss

Net loss for the FIT segment was R\$22.3 million in 2008, compared to a net loss of R\$11.3 million in 2007. Net loss as a percentage of net operating revenues was (28.3)% in 2008, as compared to (157.4)% in 2007. The increased loss from operations between years was attributable to the start up of FIT in 2007, when the company recognized lower level of operating revenue, as described above.

Bairro Novo Segment

The comparative analysis below for the Bairro Novo segment is limited since Bairro Novo Cotia was launched in November 2007.

Years ended December 31, 2008 and 2007

Net operating revenue

Net operating revenue for the Bairro Novo segment was R\$33.9 million in 2008. There was no revenue recognized for 2007, since Bairro Novo Cotia represents a development that was launched in November 2007.

Operating costs

Operating costs for the Bairro Novo segment were R\$27.7 million in 2008. There was no operating cost in 2007, since Bairro Novo Cotia was a development that was launched in November 2007.

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Gross profit

Gross profit for the Bairro Novo segment was R\$6.1 million or 1.2% of the total company gross profit in 2008. There was no gross profit in 2007, since Bairro Novo Cotia was a development that was launched in November 2007.

Tenda Segment

We have not provided a comparative analysis for Tenda for the years ended December 31, 2007 and 2008 because our business combination occurred on October 21, 2008.

B. Liquidity and Capital Resources

As we are not compliant with the financial statement requirements of the SEC Rules and Regulations as discussed below under “Item 16F. Change in Registrant’s Certifying Accountant,” we are precluded from offering securities registered with the SEC until such time we become compliant.

Our transactions are financed mainly through the contracting of real estate financing and securitization of receivables. When necessary and in accordance with market demands, we carry out long-term financing for the sale of our developments. In order to turn over our capital and accelerate its return, we strive to transfer to banks and sell to the market the receivables portfolio of our completed units. In 2009, we sold receivables from completed units for net proceeds of R\$139.3 million.

We consistently review opportunities for acquisition and investments. We consider different types of investments, either direct or through our subsidiaries and jointly-controlled entities. We finance such investments using capital market financings, capital increase or through a combination thereof.

The recent global financial crisis in 2008 continues to impact the credit markets. Construction financing lines of credit are available and we have fulfilled substantially all of our construction financing needs for 2009 at rates that have increased an average of up to 100 basis points per year since 2008. In order to mitigate the effects of the recent global credit crisis, the Brazilian government has announced additional lines of credit to assist the construction industry and its customers, including R\$6 billion from the FGTS (a Government Severance Indemnity Fund for Employees). Under this announcement, we have been approved to issue two series of debentures for Gafisa and Tenda in the total amount of R\$1.2 billion. In addition, the Brazilian government will finance up to 20% of construction costs, to be financed by the Brazilian Saving and Loan System (Sistema Brasileiro de Poupança e Empréstimo – SBPE).

During 2009, our customers’ ability to obtain bank mortgage loans improved, with interest rates declining about 500 basis points from 13.75% to 8.75%. Delinquency rates among our customers have not increased materially in 2009 compared to 2008.

The following table shows the balance of our receivables from clients’ portfolio for the development and sale of properties for the periods presented:

	As of December 31,		
	2009	2008	2007
	(in thousands)		
Real estate development receivables:			
Current	R\$2,252,474	R\$1,254,594	R\$ 473,734
Long-term	1,524,172	863,950	497,910
Total	R\$3,776,646	R\$2,118,544	R\$ 971,644

Receivables to be recognized on our balance sheet according to percentage of completion method:

Current	R\$1,556,510	R\$ 812,406	R\$ 486,794
Long-term	1,583,076	2,754,513	881,352
Total	3,139,586	3,566,919	1,368,146
Total clients' portfolio	R\$6,916,232	R\$5,685,463	R\$2,339,790

The total clients' portfolio balances have the following maturity profile:

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	As of December 31, 2009 (in thousands)
Maturity	
2010	R\$3,563,209
2011	2,171,163
2012	593,870
Thereafter	587,990
Total	R\$6,916,232

Loans made to our clients are generally adjusted on a monthly basis: (1) during construction, by the INCC in São Paulo, Rio de Janeiro and other Brazilian cities; and (2) stated date in the contract, by the IGP-M plus 12% per annum in all markets.

We limit our exposure to credit risk by selling to a broad customer base and by continuously analyzing the credit of our clients. As of January 2010, our clients' default level was 4.51% of our accounts receivable. We did not record a provision for the years ended December 31, 2009, 2008 and 2007 because we considered the allowance for doubtful accounts not to be necessary, except for Tenda, taking into account that our financing with clients is mainly related to developments under construction and that deeds are not granted to the clients until after payment and/or negotiation of the clients' debt. In addition, our risk of loss is limited to the stage when we negotiate our agreements with our clients, after which it is substantially transferred to financial institutions. The allowance for doubtful accounts for Tenda totaled R\$17.8 million as of December 31, 2009 and is considered sufficient by our management to cover future expected losses on the realization of accounts receivable of this subsidiary.

Cash Flows

Operating activities

Net cash used in operating activities totaled R\$676.7 million in 2009 as compared to R\$812.5 million in 2008. The R\$676.7 was primarily composed of (1) a continued increase in cash allocated to finance receivables from clients, totaling R\$1,657.1 million in 2009, which was primarily attributable to the continued year-on-year growth in our operations, related projects under development and thus the increase of the percentage of completion receivable; (2) additional proceeds from properties for sale of R\$280.5 million attributable to an increased selling effort to clear unsold units from inventory arising in the prior year; and (3) partially offset by increases and decreases in other operating assets and liabilities.

In 2008, there was a significant increase in the operating expenditures as compared to 2007 mainly due to the increased number of projects under construction, the acquisition of land to support future launches and increased accounts receivables. As a result, net cash used in operating activities amounted to R\$812.5 million in 2008 as compared to R\$451.9 million in 2007.

Investment activities

Net cash used in investment activities, including for the acquisition of property, equipment and new investments, was R\$65.6 million and R\$78.3 million in 2009 and 2008 respectively. Our expenditure in 2009 was mainly related to the investment of R\$45.1 million in property and equipment, primarily information technology equipment, software, expenses for the construction of sales stands, facilities, model apartments and related furnishings and new office

facilities in São Paulo. Our main investments during the period were for the construction of sales stands, which totaled R\$23.2 million, investments in information technology equipment and software, which totaled R\$4.9 million, in office facilities, which totaled R\$7.6 million and in the SAP implementation, which totaled R\$5.0 million. Restricted cash balances increased due to guaranteed financing in the amount of R\$20.5 million.

Our expenditure in 2007 was mainly related to investments in property and equipment of R\$63.1 million, in subsidiaries of R\$15.0 million and restricted cash for loan guarantees of R\$67.1 million. Cash acquired along with the Tenda business combination totaled R\$66.9 million.

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Our expenditure in 2007 was related to the acquisition of investments in subsidiaries and property and equipment. The increase of our cash used in investing activities in 2007 was primarily due to the acquisition of (1) shares of Catalufa Participações Ltda., whose principal asset consisted of an investment in Alphaville; and (2) all shares held by Redevo do Brasil in the following jointly-controlled entities: Blue I SPE Planejamento, Promoção, Incorporação e Venda Ltda.; Blue II SPE Planejamento, Promoção, Incorporação e Venda Ltda.; Jardim I Planejamento, Promoção e Venda Ltda. and Sunplace SPE Ltda.

Financing activities

Net cash provided by financing activities in 2009 totaled R\$1,540.4 million, an increase of 68.9%, compared to the net cash provided by financing activities in 2008 of R\$911.8 million. The cash provided in 2009 was mainly attributable to: (1) issuance of debentures and other debt totaling R\$2,259.7 million; (2) amortization of loans in the amount of R\$861.0 million; and (3) securitization transactions in the amount of R\$110.6 million. We also paid R\$26.1 million in dividends and R\$35.5 million in obligations to venture partners. We sold shares held in treasury for R\$82.0 million.

Net cash provided by financing activities in 2008 totaled R\$911.8 million, an increase of R\$69.2 million, compared to the net cash provided by financing activities in 2007 of R\$842.6 million. The cash provided in 2008 was mainly attributable to: (1) debt issuances in the amount of R\$775.9 million, of which R\$250.0 million was raised in June related to the first issuance of the third debenture program, and R\$285.0 million was raised in September for working capital purposes; (2) contributions from venture partners in the amount of R\$300 million, and (3) a capital increase of R\$7.7 million. In addition, we paid R\$145.7 million in loans and financing, mainly SFH and working capital loans and dividends of R\$27.0 million during 2008.

Pledged mortgage receivables and marketable securities

As of December 31, 2009, substantially all of our mortgage receivables totaling R\$3.5 billion are pledged. In addition, R\$97.4 million of our marketable securities as they have been pledged.

Capital Expenditures

In 2007, we invested R\$61.3 million in property and equipment, primarily information technology equipment, software, expenses for the construction of sales stands, facilities, model apartments and related furnishings and new office facilities in Rio de Janeiro and in São Paulo. Our main investments during the period were construction of sales stands of R\$37.0 million and the implementation of SAP that totaled R\$7.5 million. In addition, investments in information technology equipment and software totaled R\$1.5 million, and office facilities totaled R\$2.3 million.

In 2008, we invested R\$63.1 million in property and equipment, primarily information technology equipment, software, expenses for the construction of sales stands, facilities, model apartments and related furnishings and new office facilities in Rio de Janeiro and in São Paulo. Our main investments during the period were the construction of sales stands, which totaled R\$35.5 million, investments in information technology equipment and software, which totaled R\$3.7 million, in office facilities, which totaled R\$4.2 million and the SAP implementation, which totaled R\$2.0 million.

In 2009, we invested R\$45.1 million in property and equipment, primarily information technology equipment, software, expenses for the construction of sales stands, facilities, model apartments and related furnishings and new office facilities in São Paulo. Our main investments during the period were the construction of sales stands, which totaled R\$23.2 million, investments in information technology equipment and software, which totaled R\$4.9 million, in office facilities, which totaled R\$7.6 million and the SAP implementation, which totaled R\$5.0 million. We also

had a reduction in restricted cash due to guaranteed financing of R\$20.4 million.

Our capital expenditures are all made in Brazil and are usually funded by internal sources. We currently do not have any significant capital expenditures in progress.

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Indebtedness

When appropriate, we have incurred indebtedness within SFH, which offers lower interest rates than the private market. When our customers obtain a mortgage, we use the proceeds to amortize our SFH indebtedness. We intend to continue our strategy of maintaining low levels of debt comprised mainly of transactions within SFH or long-term transactions.

As of December 31, 2009 we had outstanding debt in the total amount of R\$3,122.1 million, an increase of 101.2% as compared to December 31, 2008. Our indebtedness principally consists of (1) outstanding debentures totaling R\$1,918.4 million, (2) working capital loans in the total amount of R\$736.7 million and (3) other loans (mainly SFH) in the total amount of R\$467.0 million.

As of December 31, 2008 we had outstanding debt in the total amount of R\$1,552.1 million, an increase of 123.2% as compared to December 31, 2007. Our indebtedness principally consists of: (1) the first issuance of the third debenture program of R\$250.0 million; (2) working capital loans in the total amount of R\$285.0 million; (3) other loans (mainly SFH) obtained throughout 2008 in the total amount of R\$240.9 million; and (4) accrued interest in the amount of R\$116.8 million, which was partially offset by a repayment of debts in the total amount of R\$145.7 million, primarily related to SFH and working capital loans.

The table below sets forth information on our loans, financing and debentures as of December 31, 2009:

	Total	Maturity			2013 and thereafter
		2010	2011	2012	
		(in thousands of reais)			
Debentures	1,918,377	122,377	346,000	275,000	1,175,000
Working capital	736,736	408,326	244,846	48,318	35,246
Housing Finance System (SFH)	467,019	269,986	168,737	23,536	4,760
Total	3,122,132	800,689	759,583	346,854	1,215,006

In addition to the loans listed above, we received contributions from venture partners of R\$300.0 million in 2008 which will be fully redeemed by us in 2014, as described below

In January 2008, we formed an unincorporated venture represented by 13,084,000 Class A quotas fully paid by us and 300,000,000 Class B quotas from our venture partner, of which R\$300.0 million was subscribed by our venture partner. The venture, which will use these funds to acquire equity investments in real estate developments, has a term that ends on January 31, 2017 at which time we are required to fully redeem our venture partner's interest. The venture partner receives an annual dividend substantially equivalent to the variation in the Interbank Certificate of Deposit (CDI) rate. The venture's charter provides that we must comply with certain covenants in our capacity as lead partner, which include the maintenance of minimum net debt and receivables. We and the venture are currently in compliance with these covenants. The redemption of Class B quotas will start on January 31, 2012.

Debenture program

Our first debenture program was approved by and registered with the CVM on April 29, 2005. This enabled us to make public offerings of non-convertible debentures, secured on property and/or with guarantees subordinated to our general creditors. The offer of debentures through the program was limited to a maximum value of R\$200 million.

On September 29, 2006, our second public offering of debentures was approved by the CVM. Under the second debenture program we can issue up to R\$500.0 million in debentures that are not convertible into shares. The debentures are subordinated, and may be secured or unsecured.

We issued one series of debentures under the second debenture program for R\$240.0 million aggregate principal amount due September 1, 2011. This is our fourth issuance which consists of 24,000 nominal, non-convertible debentures with a face value of R\$10,000 each with subordinated guarantees. The debentures provide for

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the payment of annual interest corresponding to 100% of CDI rate, calculated from the date of issuance, plus a 1.3% annual spread (based on a 252 business-day year).

The first issuance under the second debenture program provides that the following indices and limits be calculated on a semi-annual basis by the trustee based on our consolidated financial statements, drawn-up according to Brazilian GAAP, that we file with the CVM: (1) total debt minus SFH debt minus cash does not exceed 75% of shareholders' equity plus noncontrolling interests; (2) total receivables plus post-completion inventory is equal to or greater than 2.0 times total debt; and (3) total debt minus available funds is less than R\$1.0 billion, as adjusted for inflation, where:

- available funds is the sum of our cash, bank deposits and financial investments;
- SFH debt is the sum of all our loan agreements that arise from resources of the SFH;
- total receivables is the sum of our short and long-term "development and sale of properties" accounts, as provided in our financial statements;
- post-completion inventory is the total value of units already completed for sale, as provided on our balance sheet; and
- total debt is the sum of our outstanding debt, including loans and financing with third parties and fixed income securities, convertible or not, issued in local or international capital markets.

Our indenture under the debenture program contains various covenants including, among other things:

- limitations on our ability to incur debt; and
- limitations on the distribution of dividends if we are under default.

In July 2009, we renegotiated with the debenture holders the restrictive debenture covenants in the second debenture program, and obtained approval to delete the covenant that limited our net debt to R\$1.0 billion and increased our financial flexibility by changing the calculation of the ratio between net debt and shareholders' equity. As a result of these amendments, interest repaid by us increased to CDI plus 3.3% per year.

In May 2008, the CVM approved our third debenture program under which we can issue up to R\$1.0 billion in non-convertible debentures. The first issuance under the third debenture program consisted of 25,000 nominal, non-convertible debentures with a face value of R\$10,000, which were issued in two series totaling R\$250 million. The debentures provide for the payment of annual interest corresponding to 107.2% of the CDI rate, calculated from the subscription date, with a maturity of 10 years.

Certain covenants contained in the agreements governing our debenture programs restrict our ability to take certain actions, including incurring additional debt, and may require us to repay or refinance our indebtedness if we are unable to meet certain ratios. Our second and third debenture programs have cross default provisions whereby an event of default or prepayment of any other debt above R\$5.0 million and R\$10.0 million, respectively, could require us to prepay the indebtedness under the second or third debenture program. The ratios and minimum or maximum amounts generally required by those covenants and our performance against those minimum or maximum levels are summarized below:

In April 2009, Tenda's first debenture program was approved, under which we issued R\$600 million in non-convertible debentures. The debentures provide for payment of annual interest at a spread of 8% + TR, calculated

from the subscription date, with a maturity of five years. Proceeds from the issuance of the debentures will be used solely to finance real estate ventures focused exclusively on the affordable entry-level segment that meet certain eligibility criteria. Guarantees are comprised of assignments of receivables and bank accounts. Additionally, certain covenants contained in the agreement governing Tenda's debenture program restrict its ability to take certain actions, including incurring additional debt, and may require Tenda to repay or refinance the debenture if it is unable to meet certain financial ratios. The ratios and minimum or maximum amounts required by such financial covenants and Tenda's performance against those minimum or maximum levels include: (1) coverage debt service defined as

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EBIT divided by net financial expenses cannot exceed 1.3 ratio, (2) debt index defined as (receivables plus inventory) divided by (net debt minus collateralized debt) cannot exceed 2.0 ratio or be lower than zero, and (3) (net debt minus collateralized debt) divided by shareholders equity cannot exceed 50%. As of December 31, 2009, Tenda was in compliance with all the above mentioned ratios.

In August 2009, the CVM approved our sixth issuance, which consisted of non-convertible simple debentures in two series, secured by a general guarantee, maturing in two years and unit face value at the issuance date of R\$10,000, totaling R\$250 million. The debentures provide for the payment of annual interest corresponding to the CDI rate plus 2 to 3.25%, calculated from the subscription date. Under the sixth issuance, we are obligated to acquire all outstanding debentures upon the request of debenture holders whenever we raise money through the issuance of non-debt securities in excess of R\$500.0 million. We also have the right to repurchase the debentures in the occurrence of a liquidity event.

In December 2009, the CVM approved our seventh issuance under which we received R\$600 million in non-convertible debentures. The debentures provide for payment of annual interest at a spread of 8.25% to 10.25% plus TR, calculated from the subscription date, with a maturity of five years. Proceeds from the issuance of the debentures will be used solely to finance real estate ventures.

	As of December 31, 2009	
Second program - first issuance		
Total debt minus SFH debt minus cash does not exceed 75% of shareholders' equity plus noncontrolling interests	1	%
Total receivables plus post-completion inventory is equal to or greater than 2.0 times total debt	2.3	
Third program - first issuance		
Total debt minus SFH debt minus cash does not exceed 75% of shareholders' equity	53	%
Total receivables plus post-completion inventory is equal to or greater than 2.2 times total debt	4.1	
Seventh issuance		
Coverage debt service defined as EBIT divided by net financial expenses cannot exceed 1.3	(5.9)
Total receivables plus post-completion inventory is equal to or greater than 2.0 times total debt	292.3	
Total debt minus SFH debt minus cash does not exceed 75% of shareholders' equity plus noncontrolling interests	1	%
Tenda's first issuance		
Coverage debt service defined as EBIT divided by net financial expenses cannot exceed 1.3	(24.8)
debt index defined as (receivables + inventory) divided by (net debt – collateralized debt) cannot exceed 2.0 ratio or be lower than zero	1.6	
Total debt minus SFH debt minus cash does not exceed 50% of shareholders' equity	31	%

We expect to comply with the covenants in the agreements governing our outstanding indebtedness which may limit our long-term growth prospects by hindering our ability to incur future indebtedness or grow through acquisitions. See “Item 3. Key Information—D. Risk Factors—Our level of indebtedness could have an adverse effect on our financial health, diminish our ability to raise additional capital to fund our operations and limit our ability to react to changes in the economy or the real estate industry.”

As of December 31, 2009, we were in compliance with the aforementioned clauses and other non restrictive clauses.

Financing through the Housing Finance System (SFH)

Most of our financing is incurred directly or through our subsidiaries or jointly-controlled entities from the principal banks that operate within SFH. As of December 31, 2009, the interest rates on these loans generally varied between 6.2% and 11.4% per annum, plus TR, and the loans generally mature through December 2012. This financing is secured by mortgages on property and by security interests on the receivables from clients. As of December 31, 2009 we had 85 loan agreements in effect, with a balance of R\$467 million. At the same date we also had R\$1,204.1 million in aggregate principal amount of financing agreements with SFH, the funds of which will be released through the date of completion as construction of the corresponding developments progress.

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Securitization Fund – FIDC

On March 31, 2009, we entered into a securitized receivables transaction, whereby we assigned a portfolio of select residential and commercial real estate receivables to “Gafisa FIDC” which issued senior and subordinated quotas. This first issuance of senior quotas was made through an offering restricted to qualified investors. Subordinated quotas, equivalent to 21% of the amount issued, were subscribed exclusively by Gafisa S.A. Gafisa FIDC acquired the present value of the portfolio based on an agreed discount rate. We provide Gafisa FIDC with administrative and accounting services including the reconciliation and analysis of receivables and collections and can be replaced by another collection agent in the event of non-fulfillment with contractual parameters. The senior and subordinated quotas are remunerated based on the IGP-M index plus interest of 12% per year. Because the subordinated quotas have a disproportional percentage of the expected losses, Gafisa FIDC was considered a variable interest entity and was fully consolidated in our financial statements as of December 31, 2009.

The receivables portfolio assigned totaled R\$119.6 million of which we received the equivalent of the present value of R\$88.7 million in cash. We consolidated receivables of R\$55.3 million assigned to Gafisa FIDC in our financial statements as of December 31, 2009 and recorded the mandatorily redeemable equity interest in the securitization fund of R\$41.3 million as other accounts payable. The balance of our subordinated quotas was eliminated on consolidation.

In June 2009, we issued debt securities backed by real estate sales receivables (Cédula de Crédito Imobiliário), or CCI. The transaction consists of an assignment of a portfolio comprised of select residential real estate receivables from Gafisa and its subsidiaries. We assigned a receivables portfolio in the amount of R\$89.1 million in exchange for cash at the transfer date, discounted to present value, totaling R\$69.3 million, recorded as “Other accounts payable—Credit Assignments.”

Eight book CCIs were issued, amounting to R\$69.3 million at the issuance date. These eight CCIs are backed by receivables which installments fall due on and up to June 2014, or CCI-Investor.

Pursuant to Article 125 of the Brazilian Civil Code, the CCI-Investor carries general guarantees represented by statutory liens on real estate units, effective as soon as the conditional restrictions included in the registration are lifted, as reflected in the real estate deed on (i) the assignment of receivables from the assignors to SPEs, as provided for in Article 167, item II, (21) of Law No. 6,015, of December 31, 1973; and (ii) the issue of CCI-Investor by SPEs, as provided for in Article 18, paragraph 5 of Law No. 10,931/04.

We will be compensated for, among other things, the reconciliation of the receipt of receivables, guarantee the CCIs, and the collection of past due receivables. The transaction structure provides for the substitution of us as collection agent in the event of non-fulfillment of the responsibilities described in the collection service contract.

Working Capital

We believe that our current working capital is sufficient for our present requirements and that our sources of funds from financing activities are sufficient to meet the financing of our activities and cover our need for funds for at least the next twelve months.

U.S. GAAP Reconciliation and U.S. GAAP Operating Trends

We prepare our financial statements in accordance with Brazilian GAAP, which differs in significant respects from U.S. GAAP. Our net income, in accordance with Brazilian GAAP, was R\$213.5 million, R\$109.9 million and R\$91.6 million, in 2009, 2008 and 2007, respectively. Under U.S. GAAP, we have reported a net income (loss) of R\$(160.2) million, R\$272.8 million and R\$30.6 million, in 2009, 2008 and 2007, respectively.

Our shareholders' equity, in accordance with Brazilian GAAP, was R\$2,325.6 million, R\$1,612.4 million and R\$1,498.7 million as of December 31, 2009, 2008 and 2007, respectively. Under U.S. GAAP, we would have reported shareholders' equity of R\$2,000.4 million, R\$2,097.2 million and R\$1,457.3 million as of December 31, 2009, 2008 and 2007, respectively.

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The following items generated the most significant differences between Brazilian GAAP and U.S. GAAP in determining net income and shareholders' equity:

- revenue recognition;
- stock option plans;
- business combinations;
- effects of deferred taxes on the differences above; and
- noncontrolling interest.

For a discussion of the principal differences between Brazilian GAAP and U.S. GAAP as they relate to our financial statements and a reconciliation of net income and shareholders' equity see Note 25 to our consolidated financial statements included elsewhere in this annual report and "Item 3.A. Key Information—Selected Financial Data."

As per Note 26 of our consolidated financial statements, the Company has changed some accounting policies and also has identified certain errors in its previously published consolidated financial statements that are being retrospectively corrected herein. The effect of this correction of the consolidated statements of income is as follows:

Consolidated Statement of Operations – year ended December 31, 2009

	Year ended December 31, 2009				U.S. GAAP as restated
	U.S. GAAP as previously reported	Tenda revenue recognition	Gafisa revenue recognition	Alphaville revenue recognition	
	(in thousands of Reais)				
Net operating revenue (i)	2,338,311	(126,636)	(287,556)	(145,321)	1,778,798
Operating costs (sales and services) (i)	(1,652,850)	73,987	200,148	78,393	(1,300,322)
Gross profit (i)	685,461	(52,649)	(87,408)	(66,928)	478,476
Operating expenses					
Selling, general and administrative	(439,459)	–	74	–	(439,385)
Other (ii)	(161,077)	–	25,530	–	(135,547)
Operating income	84,925	(52,649)	(61,804)	(66,928)	(96,456)
Financial income (expenses) (iii)	(83,622)	85	(22,226)	2,838	(102,925)
Income before income tax, equity in results and noncontrolling interest	1,303	(52,564)	(84,030)	(64,090)	(199,381)
Income tax expense (iv)	(59,567)	14,801	23,974	8,229	(12,563)
Income (loss) before equity in results and noncontrolling interests	(58,264)	(37,763)	(60,056)	(55,861)	(211,944)
Equity in results (v)	63,862	8,365	9,870	–	82,097
Net income	5,598	(29,398)	(50,186)	(55,861)	(129,847)
Less: Net income attributable to the noncontrolling interests (vi)	(42,276)	(8,365)	20,308	–	(30,333)
Net income (loss) attributable to Gafisa	(36,678)	(37,763)	(29,878)	(55,861)	(160,180)
U.S. GAAP net income (loss)	(36,678)	(37,763)	(29,878)	(55,861)	(160,180)
	(36,678)	(37,763)	(29,878)	(55,861)	(160,180)

U.S. GAAP net income (loss) available to Common shareholders (Basic earnings)					
Reconciliation from U.S. GAAP net income to U.S. GAAP net income available to Common shareholders					
U.S. GAAP net Income (loss)	(36,678)	(37,763)	(29,878)	(55,861)	(160,180)
U.S. GAAP net income (loss) available to Common shareholders (Diluted earnings)	(36,678)	(37,763)	(29,878)	(55,861)	(160,180)

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Consolidated Statement of Operations – year ended December 31, 2008

	Year ended December 31, 2008				
	U.S. GAAP as previously reported	Tenda revenue recognition	Gafisa revenue recognition	Alphaville revenue recognition	U.S. GAAP as restated
	(in thousands of Reais)				
Net operating revenue (i)	1,692,706	(126,315)	(178,766)	(62,184)	1,325,441
Operating costs (sales and services) (i)	(1,198,256)	92,796	80,898	32,440	(992,122)
Gross profit (i)	494,450	(33,519)	(97,868)	(29,744)	333,319
Operating expenses					
Selling, general and administrative	(306,134)	(5,417)	–	–	(311,551)
Other (ii)	163,363	573	39,579	–	203,515
Operating income	351,679	(38,363)	(58,289)	(29,744)	225,283
Financial income (expenses) (ii)	40,198	(7,625)	23,291	20,159	76,653
Income before income tax, equity in results and noncontrolling interest	391,877	(45,988)	(34,998)	(9,585)	301,396
Income tax expense (iv)	(70,576)	15,690	12,045	546	