

Gol Intelligent Airlines Inc.  
Form 6-K/A  
March 23, 2009

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

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**FORM 6-K/A**

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

**For the month of March, 2009**

**(Commission File No. 001-32221) ,**

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**GOL LINHAS AÉREAS INTELIGENTES S.A.**  
*(Exact name of registrant as specified in its charter)*

**GOL INTELLIGENT AIRLINES INC.**  
*(Translation of Registrant's name into English)*

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**R. Tamoios, 246**  
**Jd. Aeroporto**  
**04630-000 São Paulo, São Paulo**  
**Federative Republic of Brazil**  
*(Address of Registrant's principal executive offices)*

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

Form 20-F  Form 40-F

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

Yes  No

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

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## **GOL Reaffirms its Business Plan and Announces a Capital Increase of R\$ 203.5 million**

**São Paulo, March 20, 2009** GOL Linhas Aéreas Inteligentes S.A. (NYSE: GOL and Bovespa: GOLL4), Brazil's low-cost airline, announced that, in accordance with Instruction No. 358/02 of the Brazilian Securities Commission, as amended, its Board of Directors, at a meeting held on March 20, 2009, approved a capital increase of the Company in the amount of R\$ 203,531,031.60 and the issuance of 26,093,722 shares, comprising 6,606,366 common shares and 19,487,356 preferred shares.

The issuance price for the common and preferred shares is fixed at R\$ 7.80 per share, according to the quotation of the shares in the São Paulo Stock Exchange on March 20, 2009, verified after the closing of the trading session, in accordance with Article 170, Paragraph 1, Item III of the Law No. 6,404/76. The issuance price is equivalent to 90.9% of the average closing price of the preferred shares during the last 30 trading sessions, which was R\$ 8.58, and to 83.2% of the average closing price during the last 60 trading sessions, which was R\$ 9.37.

The capital increase aims to strengthen the Company's capital structure and equity, its growth plans and goals for both short and long term, as well as the performance of other investments for the creation of value for its shareholders.

The main details of the capital increase are listed below:

**1. Total Amount of the Issuance:** R\$ 203,531,031.60 allocated to the Company's capital.

**2. Issued Shares:** 26,093,722 shares, of which 6,606,366 are common shares and 19,487,356 are preferred shares, adjusted to the respective proportions of the Company's capital. The holders of common shares will be entitled to subscribe for common shares representing 6.410270814% of the common shares already held by them and for preferred shares representing 6.859376169% of the common shares already held by them. The holders of preferred shares will be entitled to subscribe for preferred shares representing 12.999646983% of the preferred shares already held by them.

**3. Characteristics of the Shares:** common and preferred nominative shares, without par value, identical to those already outstanding. Each common share is entitled to one vote in the Shareholders' Meetings. The preferred shares have the following rights: (a) priority in the capital refund, without premium; and (b) right to be included in the public offering arising from the sale of corporate control, for the same price paid per share of the block of control, in addition to being guaranteed the right to dividends at least equal to that of the common shares.

**4. Issuance and Subscription Price:** the issuance price is R\$ 7.80 per common and preferred share.

The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended (Securities Act), and may not be offered or sold in the United States absent registration or an applicable exemption from registration. This press release is not an offer, or invitation, or solicitation of an offer, to holders of our preferred shares or ADRs in the United States or to U.S. persons (each as defined in Regulation S under the Securities Act) to exercise the preemptive rights described in this shareholder notice or to subscribe for or purchase any of our preferred shares or ADRs referred to in this press release.



**5. Justification of the Issuance Price:** the issuance price was fixed based on the quotation of the shares in the São Paulo Stock Exchange on March 20, 2009, verified after the closing of the trading session, in accordance with Article 170, Paragraph 1, Item III of the Law No. 6,404/76.

**6. Payment Conditions:** on demand, in Brazilian currency, on the date of subscription.

**7. Term for the Exercise of the Pre-emptive Rights by the Shareholders:** from March 24, 2009 until April 23, 2009.

**8. Holders of American Depositary Receipts ( ADRs ):** whereas the pre-emptive rights of holders of ADRs are not registered with the Securities and Exchange Commission, the depositary of the ADRs may sell such rights in Brazil through the custodian agent. In the event the sale of the preemptive rights is carried out, the depositary will distribute the respective funds to the holders of ADRs.

**9. Subscription Right:** the holders of shares on March 23, 2009 will have subscription rights. On and after March 24, 2009, the shares will be negotiated without the subscription rights.

**10. Assignment Rights:** (a) the shareholders who intend to negotiate their subscription rights during the term set to exercise the pre-emptive rights shall request the document of assignment of rights issued by Banco Itaú S.A., in its capacity as the depositary financial institution of the shares issued by the Company or by the Custodian Entities (Stock Exchanges); (b) the Custodian Entities shall issue only one document of assignment of rights to each subscriber; (c) after the issuance of the document of assignment of rights, if the issuance of another document is necessary, it must be stated on the reverse side of the document of assignment of rights with certification by the Notary Office; (d) copies of document of assignment of rights will not be accepted; and (e) the Custodian Entities may subscribe for shares in their names, as fiduciary owners, proportionally to the amount of shares under their custodian.

**11. Non-Subscribed Shares:** the remaining shares will be divided proportionally among the shareholders who have indicated their intention to subscribe for remaining shares. After the shares are divided in this first round, if there are still remaining shares, additional rounds for the division of remaining shares can be carried out. After the additional rounds, if there are still remaining shares, such shares will be sold to the market in the São Paulo Stock Exchange.

**12. Dividends:** the common and preferred shares issued are identical to those common and preferred shares already outstanding and will have the right to receive dividends and interest based on the Company's capital declared since the date of the homologation of the capital increase.

**13. Branch Offices:** (i) the shareholders that intend to exercise their respective pre-emptive rights during the subscription period shall go to any branch office of Banco Itaú S.A., preferably one of the branch offices listed below that specializes in assisting shareholders, during operation hours from Monday to Friday; and (ii) the shareholders who have indicated their intention to subscribe for remaining shares shall go only to the specialized branches listed below, from April 29 to May 04, 2009: São Paulo - Rua Boa Vista, 176, 1º Subsolo; Rio de Janeiro - Rua Sete de Setembro, 99, Subsolo; Belo Horizonte - Av. João Pinheiro, 195, Térreo; Porto Alegre - Rua Sete de Setembro, 746, Térreo; Curitiba - Rua João Negrão, 65, Sobreloja; Salvador - Av. Estados Unidos, 50, 2º andar Edifício Sesquicentenário; Brasília - SCS Quadra 3 Edifício D Angela, 30, Bloco A, Sobreloja. In both cases the shareholders may subscribe shares through their custodian agents.

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Additional information is available on our Investor Relations website ([www.voegol.com.br/ri](http://www.voegol.com.br/ri)) and will be transmitted during the 2008 fourth quarter earnings results webcast, on March 23, 2009, in accordance with the information detailed below:

**4Q08 Earnings Results Webcast**

***Date:***

**Monday, March 23, 2009**

**> Portuguese**

**1:30pm (Brazilian time)**

12:30pm (NY time)

Tel.: (11) 2188-0188

Replay: (11) 2188-0188

Password: GOL

Live Webcast:

[www.voegol.com.br/ri](http://www.voegol.com.br/ri)

**> English**

**12:00pm (Brazilian time)**

11:00am (NY time)

Tel.: +1 (973) 935-8893

Replay: +1 (706) 645-9291

Password: 88777858

Live Webcast:

[www.voegol.com.br/ir](http://www.voegol.com.br/ir)

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**CONTACT:**

**About GOL Linhas Aéreas Inteligentes S.A.**

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GOL Linhas Aéreas Inteligentes S.A. (NYSE: GOL and Bovespa: GOLL4), Brazil's low-cost airline, offers nearly 800 daily flights to 49 destinations connecting the most important cities in Brazil and ten major destinations in South America. The Company operates a young, modern fleet of Boeing 737 Next Generation aircraft, the safest and most comfortable aircraft of its class that provides high aircraft utilization and efficiency ratios. The Company's service is recognized as the best value proposition in the market.

*This release contains forward-looking statements relating to the prospects of the business, estimates for operating and financial results, and those related to growth prospects of GOL. These are merely projections and, as such, are based exclusively on the expectations of GOL management concerning the future of the business and its continued access to capital to fund the Company's business plan. Such forward-looking statements depend, substantially, on changes in market conditions, government regulations, competitive pressures, the performance of the Brazilian economy and the industry, among other factors and risks disclosed in GOL's filed disclosure documents and are, therefore subject to change without prior notice.*

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**SIGNATURE**

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

Date: March 23, 2009

**GOL LINHAS AÉREAS INTELIGENTES S.A.**

By:                         /S/ Leonardo Porciúncula Gomes  
  Pereira

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Name: Leonardo Porciúncula Gomes  
Pereira  
Title: Executive Vice-President and  
Chief Financial Officer

**FORWARD-LOOKING STATEMENTS**

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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