

Gol Intelligent Airlines Inc.  
Form 6-K  
July 11, 2011

---

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

---

**FORM 6-K**

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

**For the month of July, 2011**  
**(Commission File No. 001-32221) ,**

---

**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)*

---

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

---

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):

---

## Material Fact

**São Paulo, July 8, 2011** – GOL Linhas Aéreas Inteligentes S.A. (BM&FBovespa: GOLL4 e NYSE: GOL), (S&P/Fitch: BB-/BB-, Moody`s: Ba3) (“Company”), the largest low-cost and low-fare airline in Latin America, pursuant to CVM Instruction 358/2002 hereby informs its shareholders and the market in general that, on this date:

(i) VRG Linhas Aéreas S.A. (“VRG”), its affiliated Company, executed a memorandum of understanding with the controlling shareholders of Webjet Linhas Aéreas S.A., (“WebJet”), for the acquisition of 100% of WebJet’s capital stock by VRG;

(ii) the acquisition is subject to among other conditions, the conclusion of technical and legal due diligence of WebJet’s activities and assets, the negotiation and execution of definitive documents by the parties and the approval from the relevant government authorities;

(iii) the price to be paid for the referred acquisition shall be R\$96,000,000.00 (ninety six million Reais), subject to certain adjustments prior to the closing date. WebJet’s enterprise value was appraised by the parties at R\$310,700,000.00 (three hundred and ten million and seven hundred thousand Reais).

The Company will keep its shareholders and the market informed of any further developments regarding this Material Fact.

The Company will hold a conference call with a presentation on this matter, the details of which are given below:

### Conference Calls

#### Monday

July 11, 2011

##### Portuguese

1:00 p.m. (Brazil)

12:00 p.m. (US ET)

Phone: +55 (11) 2188-0155

Code: GOL

Replay: +55 (11) 2188-0155

Replay Code: GOL

##### English

11:30 a.m. (Brazil)

10:30 a.m. (US ET)

Phone: +1 (412) 317-6776

(other countries) or

+1 (877) 317-6776 (USA)

Code: GOL

Replay: +1 (412) 317-0088

(other countries) or

+1 (877) 344-7529 (USA)

Replay Code: 10001911

Participants should dial in approximately 10 minutes before the calls begin.

Slides and Webcast: the presentation slides will be available for viewing and download on the Investor Relations section of our website [www.voegol.com.br/ri](http://www.voegol.com.br/ri). Audio of the conference calls will be broadcast live over the Internet, on the same site, where it will also be available after the event.

---

## Speakers:

Constantino de Oliveira Júnior – CEO

Leonardo Porciúncula Gomes Pereira – CFO

Edmar Prado Lopes Neto – Capital Markets Officer

## Contact

### **Investor Relations**

Leonardo Pereira – CFO

Edmar Lopes – Capital Markets Officer

Raquel Kim – Investor Relations

Gustavo Mendes – Investor Relations

Phone.: (55 11) 2128-4700

E-mail: [ri@golnaweb.com.br](mailto:ri@golnaweb.com.br)

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

Twitter: [www.twitter.com/GOLinvest](http://www.twitter.com/GOLinvest)

### **Corporate Communications**

Phone.: (55 11) 2128-4413

E-mail: [comcorp@golnaweb.com.br](mailto:comcorp@golnaweb.com.br)

Twitter: [www.twitter.com/GOLcomunicacao](http://www.twitter.com/GOLcomunicacao)

### **Media Relations**

Edelman (USA and Europe):

Meaghan Smith and Robby Corrado

Phone.: +1 (212) 704-8196 / 704-4590

E-mail: [meaghan.smith@edelman.com](mailto:meaghan.smith@edelman.com)

or [robert.corrado@edelman.com](mailto:robert.corrado@edelman.com)

## About GOL Linhas Aéreas Inteligentes S.A.

GOL Linhas Aéreas Inteligentes S.A. (NYSE: GOL and BM&FBOVESPA: GOLL4), (S&P/Fitch: BB-/BB-, Moody's: Ba3), the largest low-cost and low-fare airline in Latin America, offers more than 900 daily flights to 63 destinations that connect all the important cities in Brazil and 13 major destinations in South America and Caribbean. The Company operates a young, modern fleet of Boeing 737 Next Generation aircraft, the safest and most comfortable of its class, with high aircraft utilization and efficiency levels. Fully committed to seeking innovative solutions through the use of cutting-edge technology, the Company - via its GOL, VARIG, GOLLOG, SMILES and VoeFácil brands - offers its clients easy payment facilities, a wide range of complementary services and the best cost-benefit ratio 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's 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.*





**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: July 08, 2011

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

By:

/S/ Leonardo Porciúncula Gomes Pereira

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.

---