

ULTRAPAR HOLDINGS INC  
Form 6-K  
March 16, 2015

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Form 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Report Of Foreign Private Issuer  
Pursuant To Rule 13a-16 Or 15d-16 Of  
The Securities Exchange Act Of 1934

For the month of March, 2015

Commission File Number: 001-14950

ULTRAPAR HOLDINGS INC.  
(Translation of Registrant's Name into English)

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Avenida Brigadeiro Luis Antonio, 1343, 9º Andar  
São Paulo, SP, Brazil 01317-910  
(Address of Principal Executive Offices)

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

Form  Formo  
20-F 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yeso No  x

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yeso No  x

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ULTRAPAR HOLDINGS INC.

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1. Board of Directors Minutes
  2. Manual for Shareholders' Participation in the Annual Shareholders' Meeting of April 15, 2015
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ULTRAPAR PARTICIPAÇÕES S.A.

Publicly Traded Company

CNPJ nº 33.256.439/0001- 39

NIRE 35.300.109.724

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (02/2015)

Date, Time and Location:

March 11, 2015, at 2:30 p.m., at the Company's headquarters, located at Av. Brigadeiro Luís Antônio, nr 1343, 9th floor, in the City and State of São Paulo.

Attendance:

The undersigned Members of the Board of Directors.

Decisions:

1. Pursuant to Article 28, item “i” of the Company’s Bylaws, the members of the Board of Directors discussed and determined the composition of the slate, to be proposed by this body, slate that will be competing in the election of the members of the Board of Directors to be held at the next annual shareholders’ meeting of the Company. The slate indicated by this Board will be composed of:

Paulo Guilherme Aguiar Cunha  
Lucio de Castro Andrade Filho  
Alexandre Gonçalves Silva  
Carlos Tadeu da Costa Fraga  
Jorge Marques de Toledo Camargo  
José Maurício Pereira Coelho  
Nildemar Secches  
Olavo Egydio Monteiro de Carvalho

Pedro Wongtschowski

2. The Board of Directors expresses its votes of gratitude to the Board members completing their mandates for their commitment, intense dedication and the valuable contributions that were brought during the years, which were vital to the establishment of the management philosophy and to the consolidation and growth of the Company.

3. Pursuant to Article 20, paragraph 2 of the Company’s Bylaws, the Board of Directors authorizes the Company’s Board of Executive Officers to disclose the slate indicated hereby, providing all the documents required by the applicable law and by the Bylaws, and to take all the necessary measures for convening the mentioned annual shareholders’ meeting.

4. The members of the Board of Directors were informed about the proposal of overall compensation for the management and for the Fiscal Council, which will be submitted to the shareholders at the time of the call notice of the annual shareholders’ meeting of the Company, and expressed their approval to such proposal.

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Observations: The deliberations were approved, with no amendments or qualifications, by all the Board Members present.

As there were no further matters to be discussed, the meeting was closed, and the minutes of this meeting were written, read, approved and executed by all the undersigned Members present.

Paulo Guilherme Aguiar Cunha – Chairman

Lucio de Castro Andrade Filho

Nildemar Secches

Olavo Egydio Monteiro de Carvalho

Paulo Vieira Belotti

Pedro Wongtschowski

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Manual for Shareholders' Participation

Annual Shareholders' Meeting  
of April 15, 2015

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MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

Dear Shareholders,

We are pleased to invite you to attend the Annual General Shareholders' Meeting (the "Meeting") of Ultrapar Participações S.A. ("Ultrapar" or the "Company"), to be held on April 15, 2015, at 2:00 p.m., in the Company's headquarters, located at Av. Brigadeiro Luís Antônio, nr 1,343, 9th floor, in the City and State of São Paulo, Brazil, in accordance with the Call Notice to be published in the newspapers Valor Econômico on March 16, 17 and 18, 2015 and Diário Oficial do Estado de São Paulo on March 14, 17 and 18, 2015, also available at the Company's website ([www.ultra.com.br](http://www.ultra.com.br)).

PAULO G. A. CUNHA  
Chairman of the Board of Directors



MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Dear Shareholders,

The preparation of this Manual for Shareholders' Participation (the "Manual") is aligned with the Company's philosophy towards the continuous improvement of its corporate governance practices, including the quality and convenience of the information provided to our shareholders.

The purpose of this document is to present the management proposals and to provide you with clarification and guidance regarding the matters to be discussed and procedures required for your attendance and power of attorney to participate in the Meeting of April 15, 2015 of Ultrapar, consolidating in a single file all documents published by Ultrapar in connection with the Meeting.

I would also like to inform that, in addition to the information disclosed, the Investor Relations department of Ultrapar will be available for additional clarification by e-mail [invest@ultra.com.br](mailto:invest@ultra.com.br) or telephone +55 11 3177-7014.

THILO MANNHARDT  
Chief Executive Officer

INVITATION

DATE

April 15, 2015

TIME

2:00 p.m.

LOCATION

Company's headquarters

Av. Brigadeiro Luís Antônio, nr 1,343

Bela Vista – 01317-910

São Paulo – SP

MAP

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CALL NOTICE

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ULTRAPAR PARTICIPAÇÕES S.A.  
Publicly-Traded Company

CNPJ nr 33.256.439/0001-39

NIRE 35.300.109.724

Call Notice  
ANNUAL GENERAL SHAREHOLDERS' MEETING

The shareholders are hereby invited to attend the Annual General Shareholders' Meeting of Ultrapar Participações S.A. ("Ultrapar" or the "Company"), to be held on April 15, 2015, at 2:00 p.m., in the Company's headquarters, located at Av. Brigadeiro Luís Antônio, nr 1343, 9th floor, in the City and State of São Paulo (the "Meeting"), in order to vote on the following matters:

1. Analysis and approval of the Management's report, Management's accounts and financial statements referring to the fiscal year ended on December 31, 2014, together with the report from the Independent Auditors and the opinion from the Fiscal Council;
2. Allocation of net earnings for the fiscal year ended on December 31, 2014;
3. Election of the members of the Board of Directors;
4. Setting of the Management's compensation; and
5. Based on the request for installation of the Fiscal Council made by shareholders representing more than 2% (two percent) of the voting shares issued by the Company:
  - 5.a. Election of the members of the Fiscal Council; and

5.b. Setting of their compensation;

Election of the members of the Board of Directors - Procedure to request the adoption of cumulative vote

The minimum percentage of voting capital necessary for requesting the adoption of cumulative vote for the election of members of the Board of Directors is 5% (five percent) of the voting shares, according to CVM Instruction nr 165/91, amended by CVM Instruction nr 282/98.

Pursuant article 21 of the Company's Bylaws and article 141, paragraph 1 of the Brazilian Corporate Law, such option shall be exercised by shareholders up to 48 hours before prior to the Meeting.

Attendance at the Meeting

The shareholders (including holders of American Depositary Receipts ("ADRs")) of the Company attending the Meeting in person or represented by proxies, must comply with the requirements for attendance provided for in article 12 of the Company's Bylaws, presenting the documents listed under items Individual Shareholder, Corporate Shareholder and Investment Funds below. The status of shareholder will be evidenced by submitting a statement issued by the bookkeeping institution or by the custodian institution, indicating the number of shares held by them up to three days prior to the Meeting.

Shareholders holding ADRs will be represented at the Meeting by the custodian of the shares underlying the ADRs pursuant to the terms of the deposit agreement, dated December 16, 1999, as amended ("Deposit Agreement"). The procedures for exercising voting rights in connection with the ADRs will be specified in a communication to be delivered to ADR holders by the depositary institution, pursuant to the terms of the Deposit Agreement. Shareholders may be represented by proxies that have been established within one year, representatives who may be shareholders, managers of the company represented, lawyers, financial institutions, or investment fund managers representing the investors.

Individual Shareholder

- Original or certified copy of a photo identification (ID, Alien Resident Card, driver's license, officially recognized work card, or passport, in case of non-Brazilians); and
  - Original or certified copy of the power-of-attorney, if applicable, and a photo identification of the proxy.

Corporate Shareholder

- Certified copy of the most recent consolidated bylaws or articles of incorporation and of the corporate action granting power of attorney (minutes of the meeting of election of the board members and/or power of attorney);
  - Original or certified copy of photo identification of the proxy or proxies; and;
  - Original or certified copy of the power of attorney, if applicable, and photo identification of the proxy.

Investment Funds

- Evidence of the capacity of fund manager conferred upon the individual or legal entity representing the shareholder at the Shareholders' Meeting, or the proxy granting such powers;
- The corporate action of the manager, in case it is a legal entity, granting powers to the representative attending the Shareholders' Meeting or to whom the power of attorney has been granted; and
- In the event the representative or proxy is a legal entity, the same documents referred to in "Corporate Shareholder" must be presented to the Company.

The documents listed above must be sent to the Investor Relations Department until 2:00 p.m. of April 13, 2014.

Availability of Documents and Information

In accordance with Ultrapar's Bylaws and with article 6 of CVM Instruction nr 481, of December 17, 2009, the documents and information regarding the matters to be approved, as well as other relevant information and documents to the exercise of voting rights in the Meeting, were filed with the CVM and are available in CVM website ([www.cvm.gov.br](http://www.cvm.gov.br)), in the Company's headquarters, in the BM&FBOVESPA website ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and in the Company's website ([www.ultra.com.br](http://www.ultra.com.br)), where the Manual of the Annual Shareholders' Meeting is also available.

São Paulo, March 13, 2015.

PAULO GUILHERME AGUIAR CUNHA  
Chairman of the Board of Directors

## PROCEDURES AND DEADLINES

The documents necessary for participation in the Meeting are specified in the Call Notice.

We clarify that in the case of non-Brazilian investment funds and shareholders, a sworn translation of the documents shall not be required if the documents are originally in English or Spanish.

Ultrapar, aiming to facilitate the representation of its shareholders at the Meeting (excluding holders of common shares in the form of ADRs), provides in the end of this Manual a power-of-attorney model, through which shareholders may appoint the lawyers thereby indicated to represent them at the Meeting, at no cost and strictly in accordance with the powers granted. To the extent shareholders (excluding holders of common shares in the form of ADRs) opt to be represented at the Meeting using the model provided by the Company, the power of attorney must include all the representatives listed in the power-of-attorney model.

The documents listed above must be sent to the Investor Relations Department, at Avenida Brigadeiro Luís Antônio, 1,343, 8th floor, CEP 01317-910, in the City and State of São Paulo, up to 2:00 p.m. of April 13, 2015.



VOTING RIGHTS IN THE MEETING

All shareholders of Ultrapar (including holders of common shares in the form of ADRs) may vote in all matters included in the agenda. Each common share entitles its holder to one vote in the Meeting's resolutions.

ULTRAPAR PARTICIPAÇÕES S.A.

Publicly-Traded Company  
CNPJ nr 33.256.439/0001-39  
NIRE 35.300.109.724

MANAGEMENT PROPOSAL

Dear Shareholders,

The Management of Ultrapar Participações S.A. (“Ultrapar” or “Company”) hereby presents to the Company’s shareholders the following Management Proposal, regarding the matters to be deliberated upon at the Company’s Annual General Shareholders’ Meeting (“Meeting”), to be held on April 15, 2015, at 2:00 p.m.:

1) Analysis and approval of the Management’s Report, Management’s accounts and financial statements referring to the fiscal year ended on December 31, 2014, together with the report from the Independent Auditors and the opinion from the Fiscal Council.

The Management’s Report and financial statements referring to the fiscal year ended on December 31, 2014 were filed with CVM on February 25, 2015, and published in wide-circulation newspapers on February 27, 2015. The documents above (i) were approved by the Board of Directors at a meeting held on February 25, 2015 and (ii) obtained a favorable opinion from the Company’s Fiscal Council. The financial statements were audited and received a report with unqualified opinion from the Company’s independent auditors, Deloitte Touche Tohmatsu. Such documents are available in Annex I. The Management discussion and analysis on the financial conditions of the Company, under the terms of item 10 of the Reference Form (“Formulário de Referência”), are available in Annex II. We propose the approval of the documents mentioned above by the Company’s shareholders.

2) Destination of net earnings for the fiscal year ended on December 31, 2014

Pursuant to item II of paragraph 1 of art. 9 of CVM Instruction 481, and in the format of annex 9-1-II of the same instruction, we have made available information regarding the destination of net earnings from the fiscal year ended on December 31, 2014 in Annex III. We propose the approval of the destination of net earnings according to Annex III and to the financial statements of the Company.

3) Election of the members of the Board of Directors.

Pursuant to paragraph 1 of art. 20 of the Company’s Bylaws, we propose the election of the slate formed by the candidates below as members of the Board of Directors.

- Alexandre Gonçalves Silva
- Carlos Tadeu da Costa Fraga
- Jorge Marques Toledo Camargo
- José Mauricio Pereira Coelho
- Lucio de Castro Andrade Filho



- Nildemar Secches
- Olavo Egydio Monteiro de Carvalho
- Paulo Guilherme Aguiar Cunha
- Pedro Wongtschowski

The present slate combines candidates who currently hold a position as member of Ultrapar's Board of Directors with candidates who are starting their relationship with the Company. Mr. Alexandre Gonçalves Silva, Mr. Carlos Tadeu da Costa Fraga, Mr. Jorge Marques Toledo Camargo and Mr. José Mauricio Pereira Coelho integrate for the first time the proposed slate by the Management. The new candidates bring to the Board experience and track record in areas or companies that are similar or complementary to Ultrapar, providing a renewed vision that contributes to the constant evolution of the Company. Along with the members who already sit on the Board, we believe the proposed candidates will form a group that keeps the balanced composition of qualifications among the candidates, based on expertise, experience and skills that are together relevant to the Company, as well as maintains the work that has been developed by the Company's management.

Information on the professional background of the candidates is available in Annex VI, according to items 12.6 to 12.10 of the Reference Form.

#### 4) Setting of the Management's compensation

We propose the approval of the Company's Management compensation proposal according to the terms presented in Annex IV. In order to provide the comprehension of the rationale of the present proposal, we disclose additional information regarding the Management's compensation policies and practices in Annex V, according to item 13 of the Reference Form.

5) Based on the request for installation of the Fiscal Council made by shareholders representing more than 2% (two percent) of the voting shares issued by the Company:

##### 5.a) Election of the members

Considering that the Fiscal Council will be established by request of a shareholder representing more than 2% of voting shares issued by the Company, pursuant to article 161 of the Brazilian Corporate Law, paragraph 2, we propose the election of the following candidates as members of the Company's Fiscal Council, as well as their alternates.

As effective members of the Fiscal Council:

- Flavio Cesar Maia Luz
- Janio Carlos Endo Macedo
- Mario Probst

As alternate members of the Fiscal Council:

- Márcio Augustus Ribeiro

- Paulo Cesar Pascotini

- Pedro Ozires Predeus

Information on the professional background of the candidates is available in Annex VI, according to items 12.6 to 12.10 of the Reference Form.

5.b) setting of their compensation

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We propose the approval of the compensation of the members of the Fiscal Council for their term of office according to the terms presented in Annex IV.

São Paulo, March 13, 2015.

PAULO GUILHERME AGUIAR CUNHA  
Chairman of the Board of Directors

ANNEXES

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ANNEX I – FINANCIAL STATEMENTS

NOTE : This Annex was previously filed on Ultrapar's Form 6-K dated February 26, 2015

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ANNEX II – ITEM 10 OF THE REFERENCE FORM (MD&A)

## 10. Management discussion

### 10.1 Management discussion & analysis:

#### Introduction

You should read this discussion together with our consolidated financial statements, filed with the CVM on February 25, 2015, including the Notes thereto, and other financial information included elsewhere in this document.

#### a. General financial and equity conditions

##### Company overview

Ultrapar is a multi-business Company with more than 75 years of history, with distinguished position in the markets in which it operates. Our five principal segments are:

- the LPG distribution business, conducted by Ultragas;
- the fuels distribution business, conducted by Ipiranga;