

Gafisa S.A.
Form 6-K
May 02, 2012

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 May, 2012

(Commission File No. 001-33356),

Gafisa S.A.

(Translation of Registrant's name into English)

Av. Nações Unidas No. 8501, 19th floor
São Paulo, SP, 05425-070
Federative Republic of Brazil
(Address of principal executive office)

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

Yes No

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):

Yes No

Indicate by check mark whether by furnishing the information contained in this Form,
the Registrant is also thereby furnishing the information to the Commission pursuant

to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes _____ No ___X___

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

SHAREHOLDERS NOTICE

GAFISA ANNOUNCES APPROVAL BY ISS PROXY ADVISORY SERVICES OF ALL MANAGEMENT PROXY PROPOSALS

ISS ADVISES VOTING “FOR” MANAGEMENT’S DIRECTOR NOMINEES

FOR IMMEDIATE RELEASE - São Paulo, May 2, 2012 – Gafisa S.A. (Bovespa: GFSA3; NYSE: GFA), Brazil’s leading diversified national homebuilder, today announced Institutional Shareholder Services Proxy Advisory Services (ISS), a leading independent international corporate governance analysis and proxy voting firm, issued reports recommending approval of all proxy items proposed for the Company’s Extraordinary General Meeting (EGM) and Annual General Meeting of Shareholders (AGM) on May 11, 2012. The recommendation includes a vote “FOR” the slate of nine directors nominated by management.

The ISS report recommends a vote “FOR” the reelection of all six current directors and the three first-time nominees to Gafisa’s board including, Caio Racy Mattar, Gerald Dinu Reiss, Jose Écio Pereira da Costa Junior, Henri Phillippe Reichstul, Maria Leticia de Freitas Costa, Odair Garcia Senra, Rodolpho Amboss, Ricardo Campos Caiuby Ariani and José Guimarães Monforte.

In the analysis dated April 27, 2012 ISS stated:

“...the dissident shareholders failed to present a sufficiently detailed or convincing rationale regarding their alternate strategy and board slate to warrant a recommendation against a management slate.” Moreover, institutional shareholders should note that a vote against a management slate could also have unintended consequences, since there are no guarantees regarding which individuals may be nominated by minority shareholders at the time of the meeting. As such, support for the management-proposed slate is warranted.”

Further, the analysis stated, “the names of the [dissidents’] candidates have not been included on the current ballot, and will be officially announced only at the time of the meeting, as the dissident shareholders did not request proxy access prior to the deadline for institutional investors to submit voting instructions to local subcustodians.”

The Company has published their candidates’ biographical information, and the slate has received endorsement by ISS. We strongly encourage shareholders exercise their right to vote with the Company as soon as possible in order to maintain a fair and equitable process and advance the highest levels of corporate governance for Gafisa.

The proposed management slate is 89-percent independent and as such surpasses the minimum number of independent members required by the Novo Mercado, the best practice code of the Brazilian Institute of Corporate Governance (IBGC) and ISS’ benchmark policy.

For more information about the May 11, 2012 Annual and Extraordinary General Meeting of shareholders, please visit www.cvm.gov.br. You can also find more information about the Management Proposals on Gafisa’s investor relations website at www.gafisa.com.br/ir.

About Gafisa

Gafisa is a leading diversified national homebuilder serving all demographic segments of the Brazilian market. Established over 57 years ago, we have completed and sold more than 1,000 developments and built more than 12 million square meters of housing, more than any other residential development company in Brazil. Recognized as one of the foremost professionally managed homebuilders, "Gafisa" is also one of the most respected and best-known brands in the real estate market, recognized among potential homebuyers, brokers, lenders, landowners, competitors, and investors for its quality, consistency, and professionalism. Our pre-eminent brands include Tenda, serving the affordable/entry-level housing segment, and Gafisa and Alphaville, which offer a variety of residential options to the mid- to higher-income segments. Gafisa S.A. is traded on the Novo Mercado of the BM&FBOVESPA (BOVESPA:GFSA3) and on the New York Stock Exchange (NYSE:GFA).

Luciana Doria Wilson

Investor Relations

Phone: +55 11 3025-9305 /9242/9297

Media Relations (Brazil)

Débora Mari Michelucci

Maquina da Notícia Comunicação Integrada

Fax: +55 11 3025-9348

Phone: +55 11 3147-7412

Email: ir@gafisa.com.br

Fax: +55 11 3147-7900

Email: debora.mari@maquina.inf.br

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 Gafisa. These are merely projections and, as such, are based exclusively on the expectations of 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; therefore, they are 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: May 2, 2012

Gafisa S.A.

By:

/s/ Alceu Duílio Calciolari

Name: Alceu Duílio Calciolari

Title: Chief Executive Officer and Investor Relations Officer
